



US009171082B2

(12) **United States Patent**
Duran et al.

(10) **Patent No.:** **US 9,171,082 B2**
(45) **Date of Patent:** **Oct. 27, 2015**

(54) **SYSTEMS, METHODS, AND INTERFACES
FOR RESEARCHING CONTRACTUAL
PRECEDENTS**

USPC 707/706, 732, 754, 769
See application file for complete search history.

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Baar (CH)

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(*) Notice: Subject to any disclaimer, the term of this
patent is extended or adjusted under 35
U.S.C. 154(b) by 0 days.

(21) Appl. No.: **13/942,020**

(22) Filed: **Jul. 15, 2013**

(65) **Prior Publication Data**

US 2014/0149374 A1 May 29, 2014

Related U.S. Application Data

(63) Continuation of application No. 12/501,356, filed on
Jul. 10, 2009, now Pat. No. 8,489,572.

(51) **Int. Cl.**
G06F 17/30 (2006.01)
G06Q 10/06 (2012.01)

(52) **U.S. Cl.**
CPC **G06F 17/30864** (2013.01); **G06Q 10/06**
(2013.01)

(58) **Field of Classification Search**
CPC G06F 17/30011; G06F 17/3005; G06F
17/30864; G06F 17/30867; G06F 17/30038;
G06F 17/30112; G06F 17/3087; G06F
17/30876; G06F 17/30041; G06F 17/30941;
G06F 17/3099

* cited by examiner

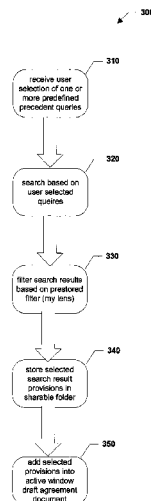
Primary Examiner — Hanh Thai

(74) *Attorney, Agent, or Firm* — Hoffmann & Baron, LLP

(57) **ABSTRACT**

The present inventors, devised among other things, an exemplary method of researching provisions of contracts. The exemplary method entails receiving user selection of one or more predefined queries for contractual precedents, and executing a search of one or more databases containing agreements based on the received user selection. After executing the search, the method entails displaying a subset of the search results based on a predefined filter stored in association with an identifier for the user. The predefined filter may filter based on traits such as jurisdiction, deal size, industry, or a list of companies.

11 Claims, 40 Drawing Sheets



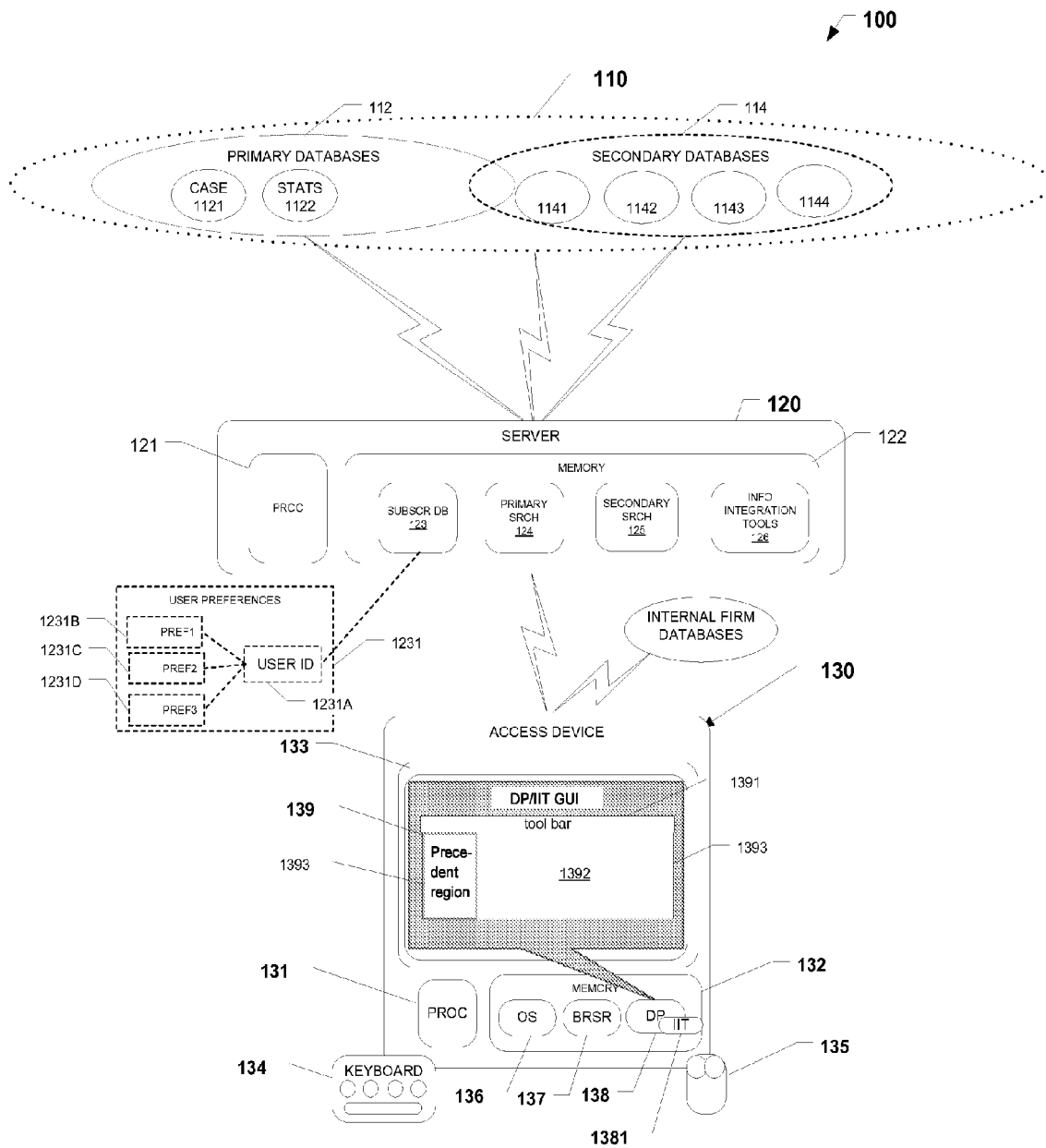


FIGURE 1

200

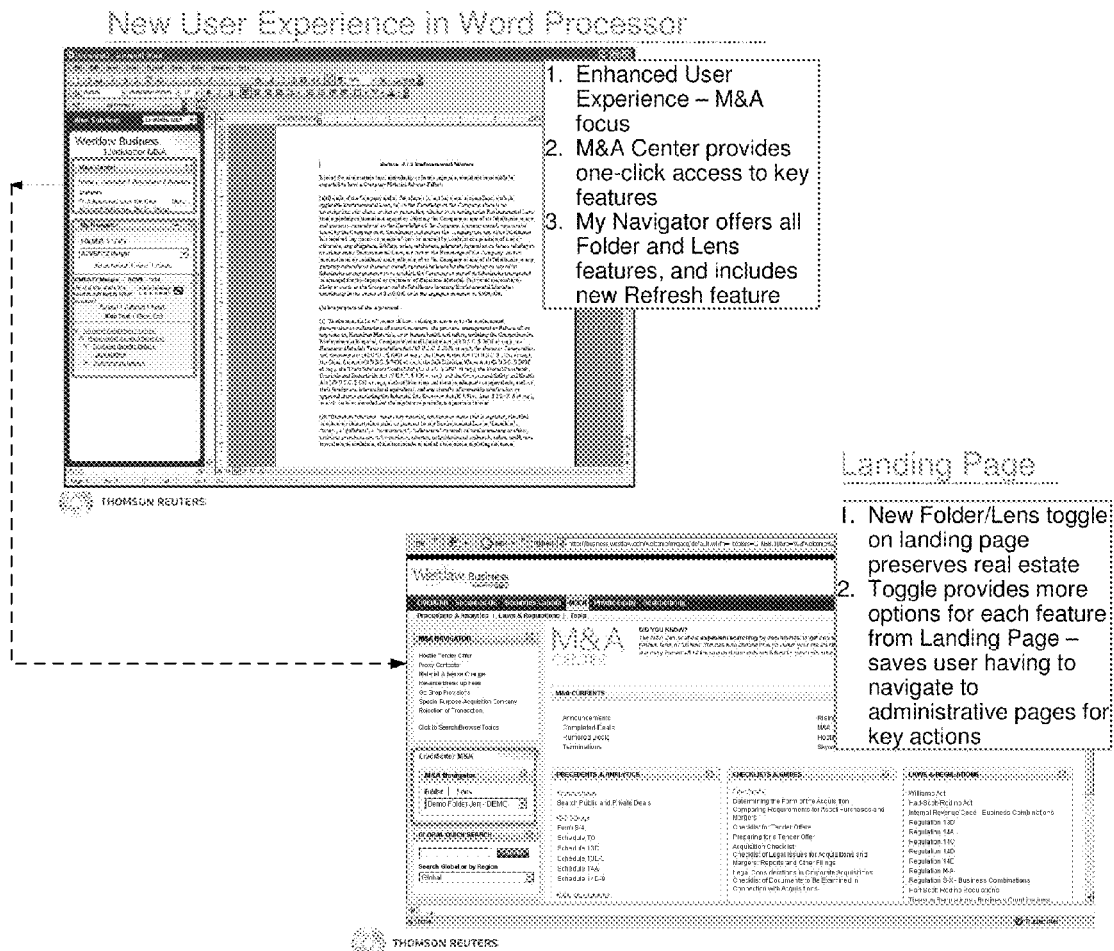


FIGURE 2

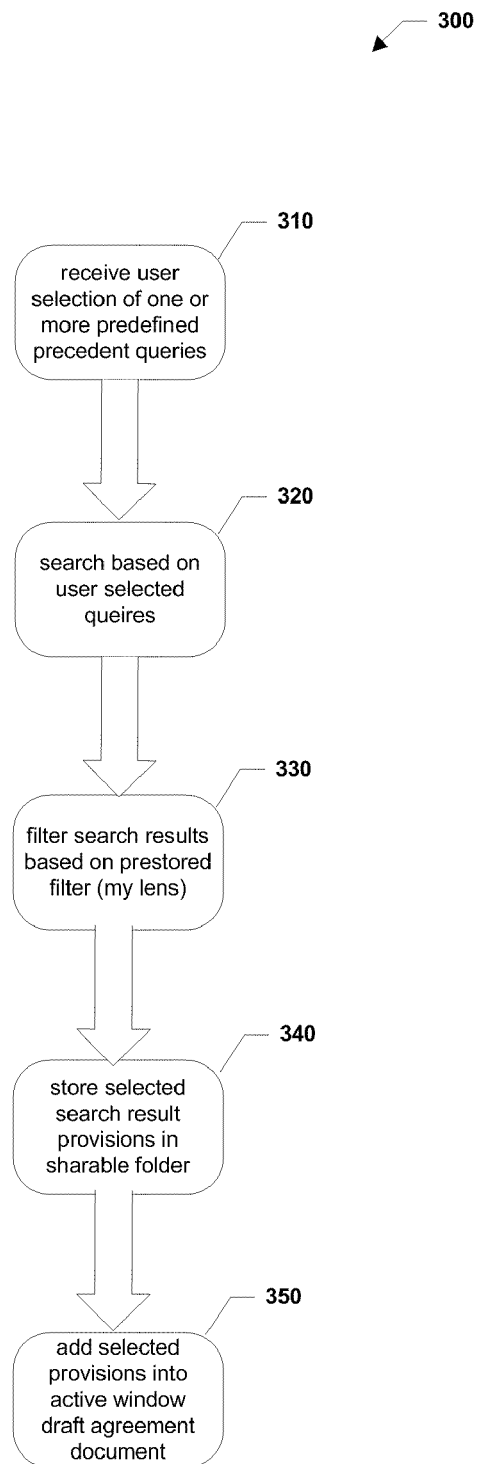


FIGURE 3



FIGURE 4

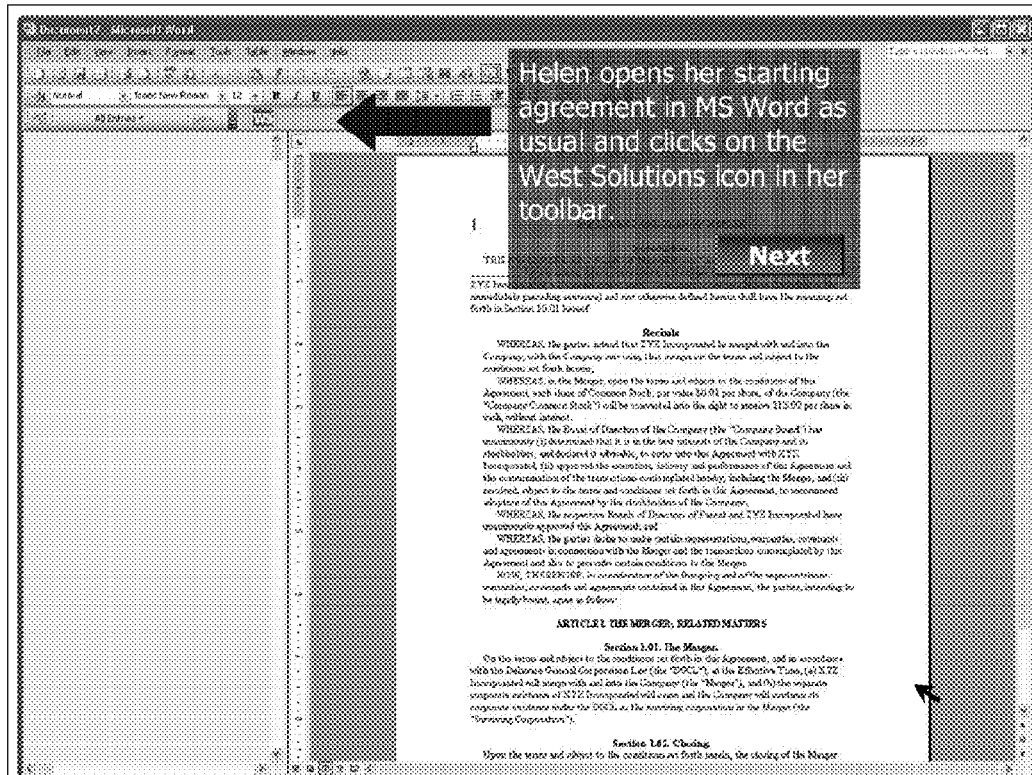


FIGURE 5

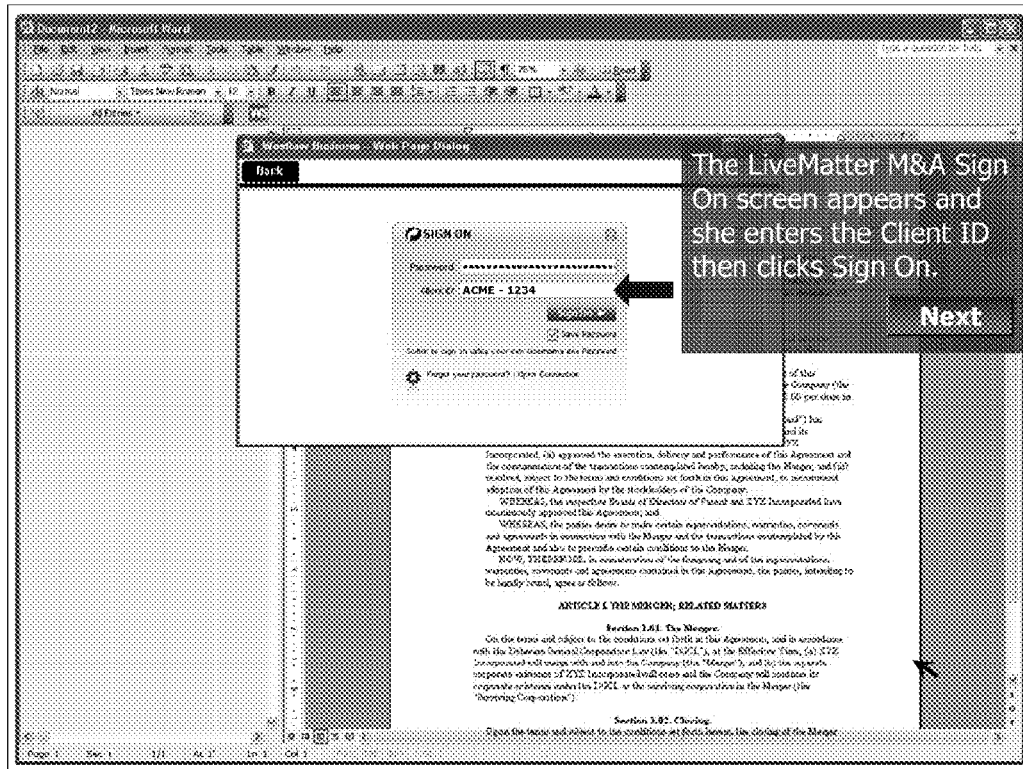


FIGURE 6

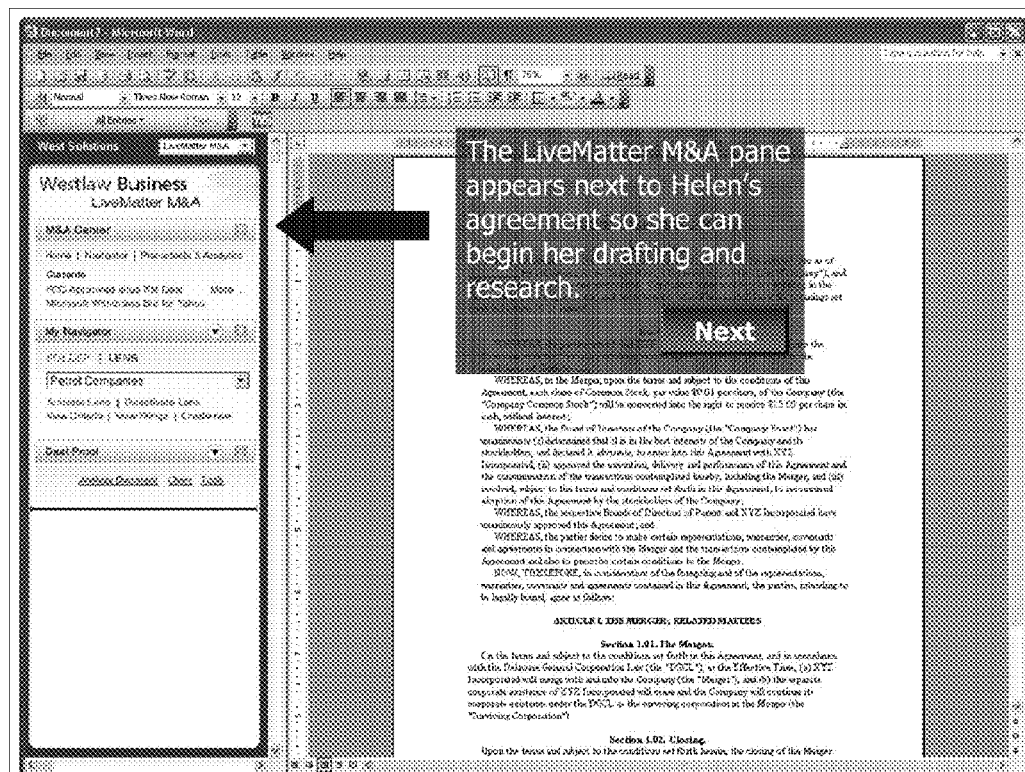


FIGURE 7

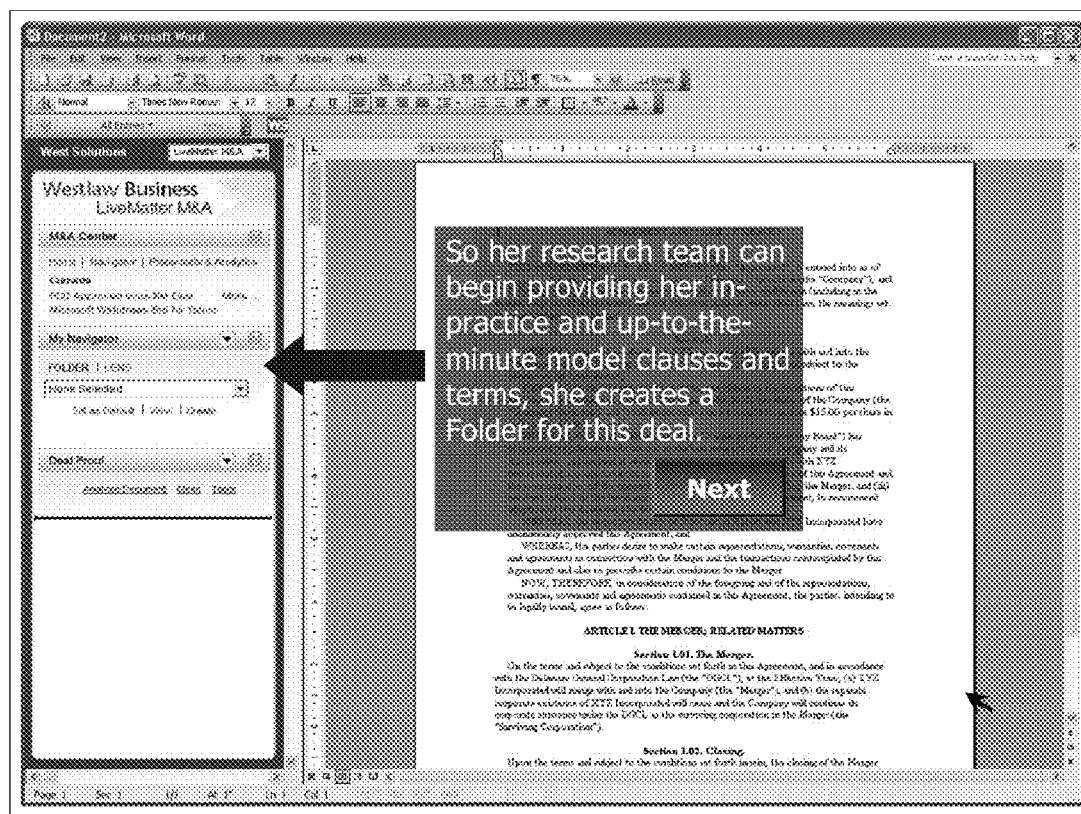


FIGURE 8

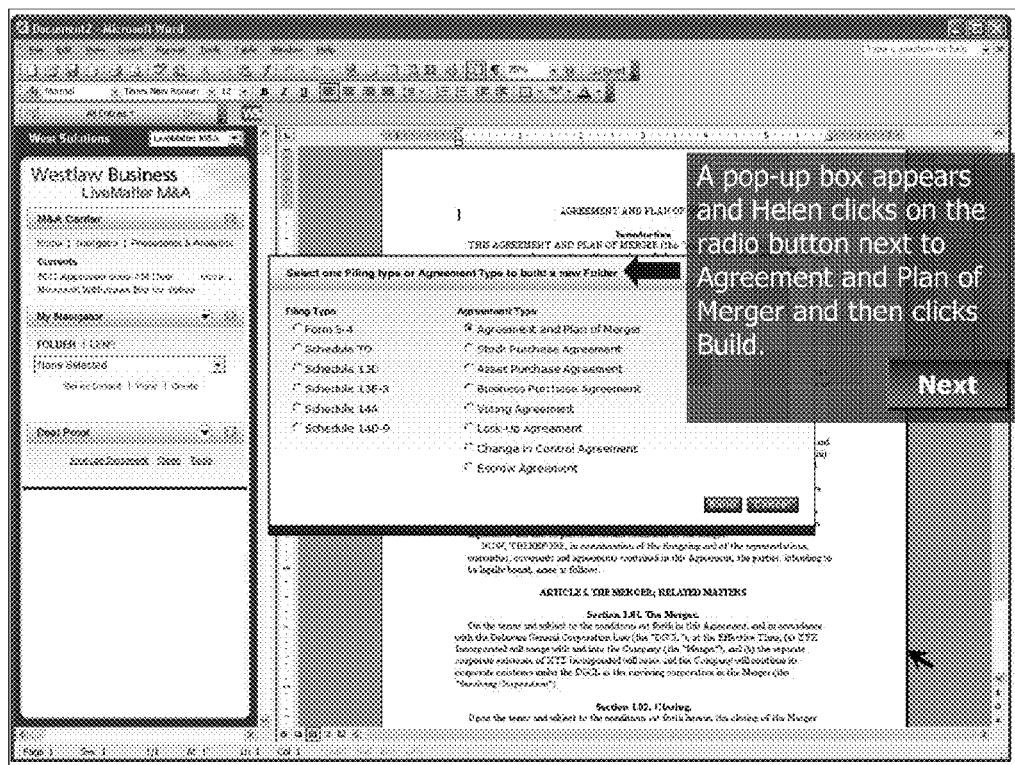


FIGURE 9

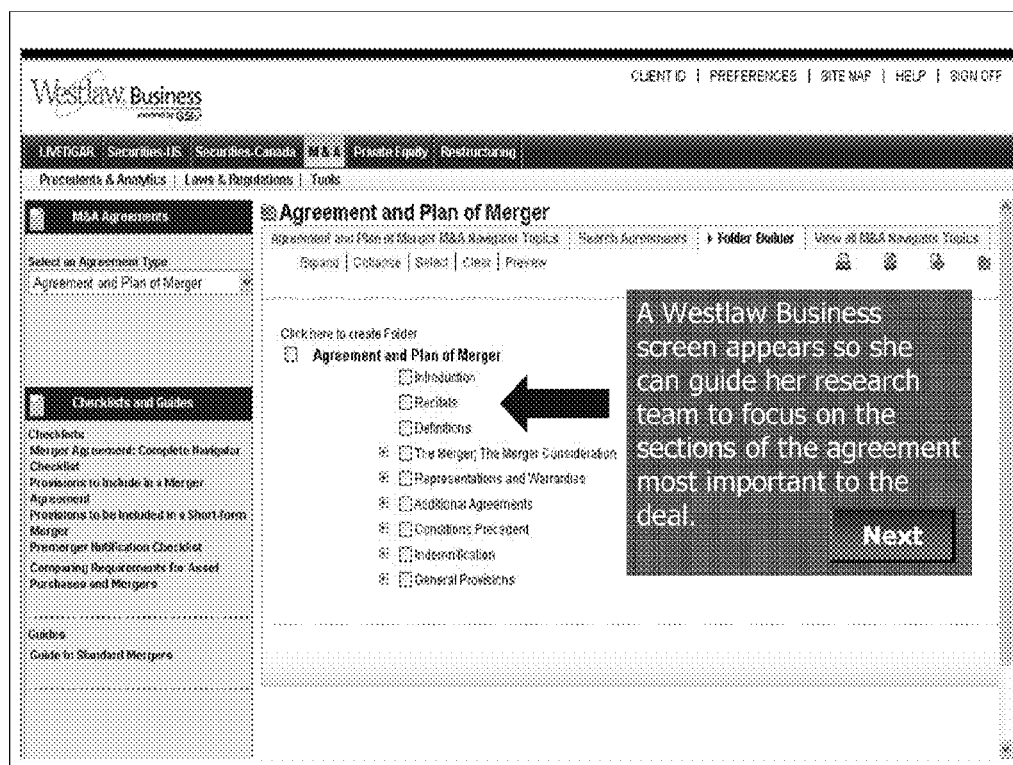


FIGURE 10

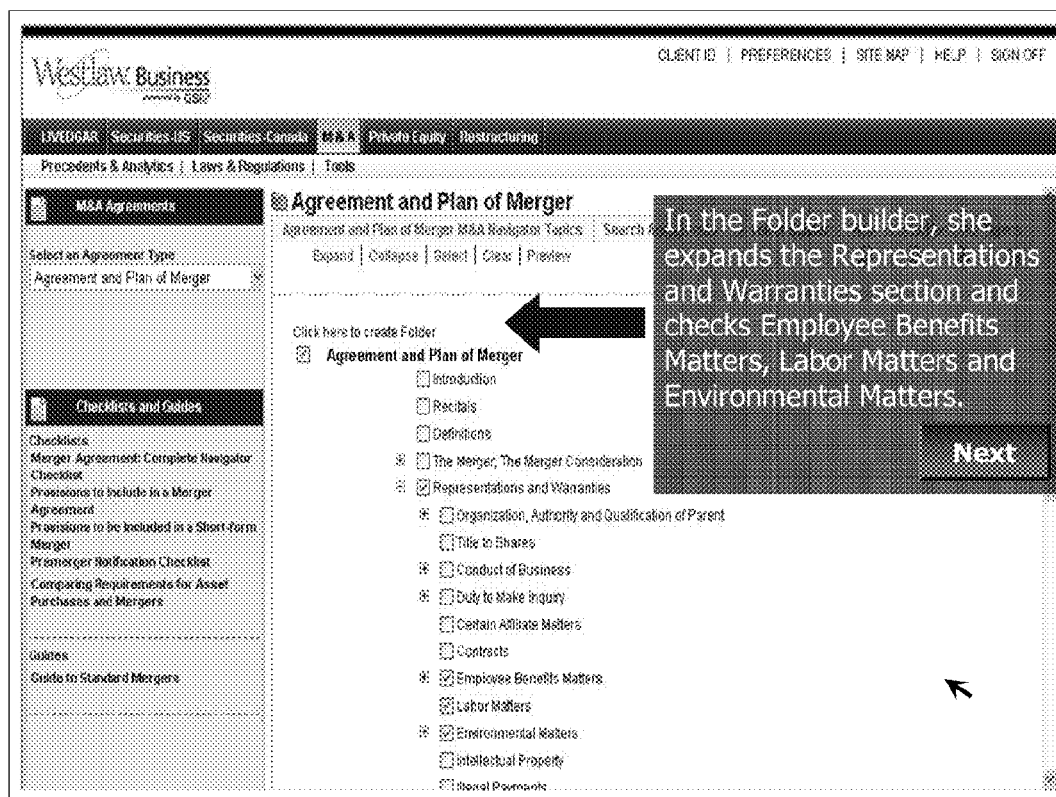


FIGURE 11

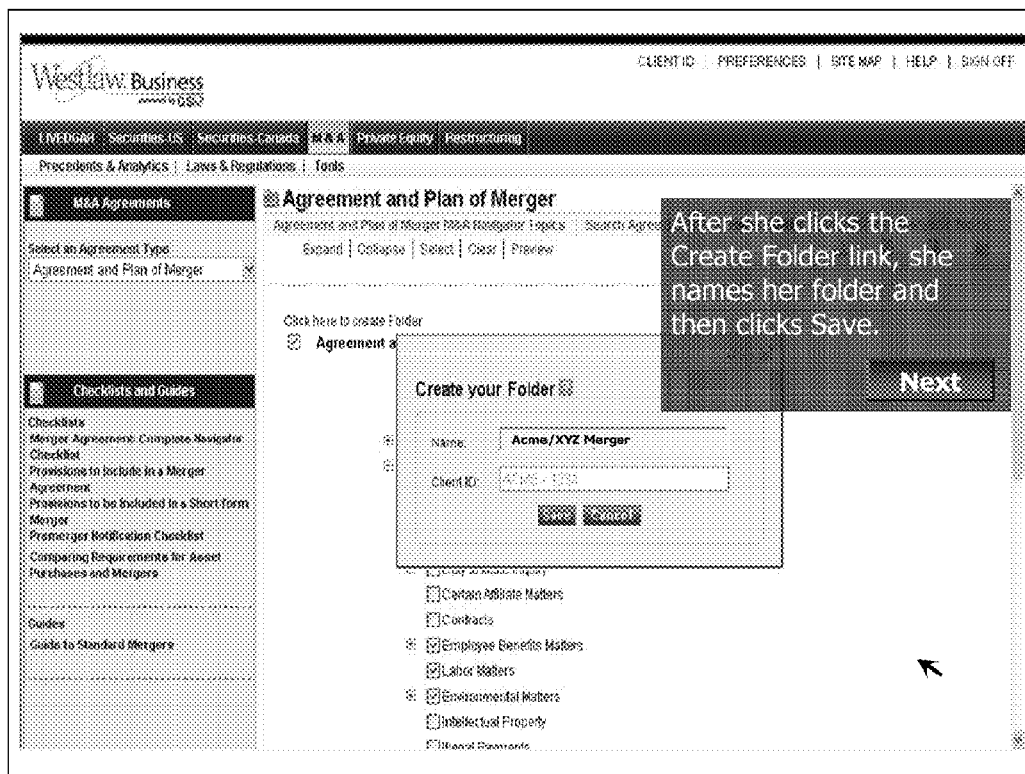


FIGURE 12

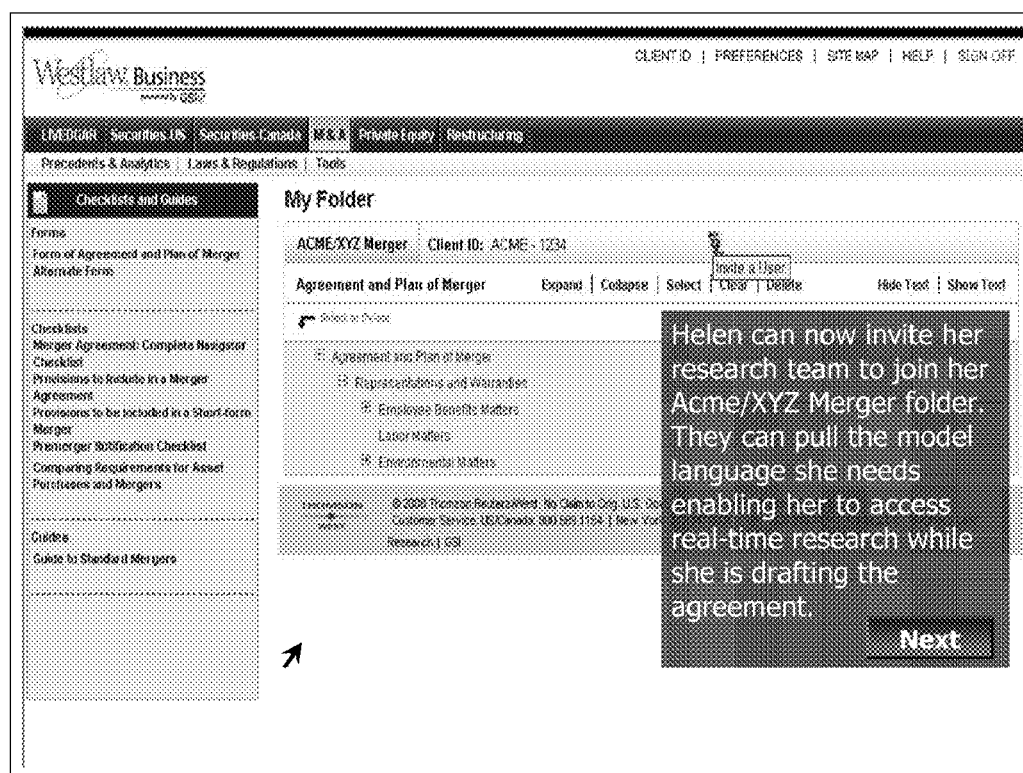


FIGURE 13

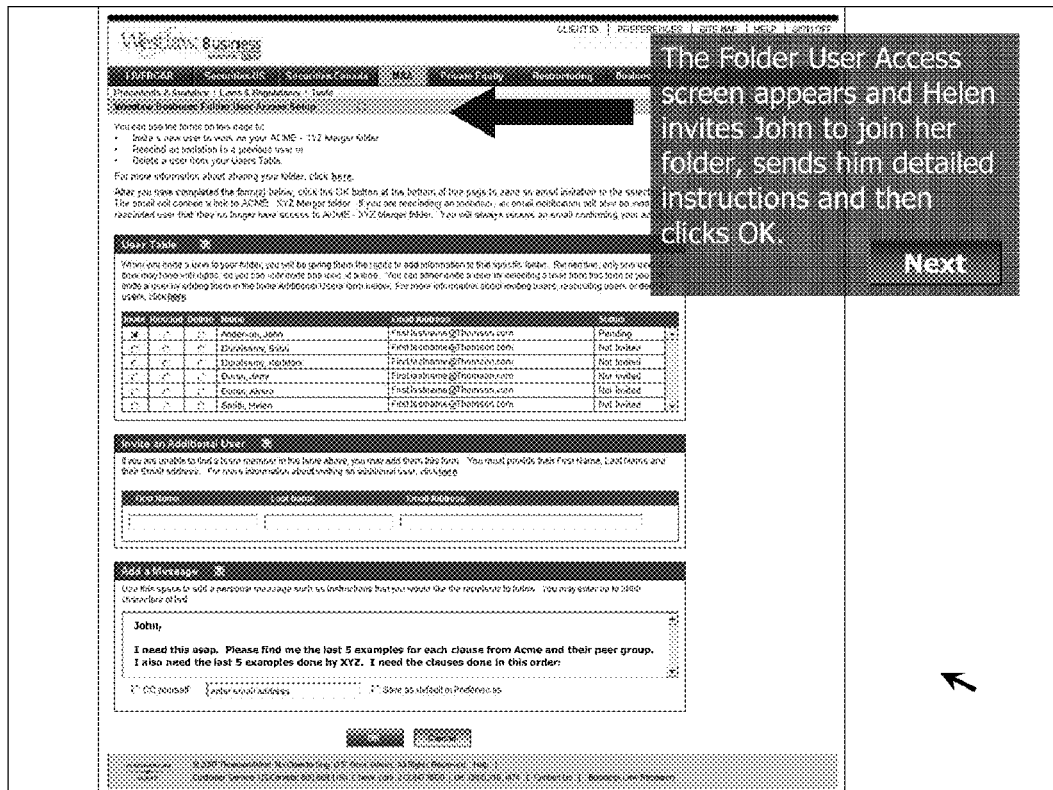


FIGURE 14

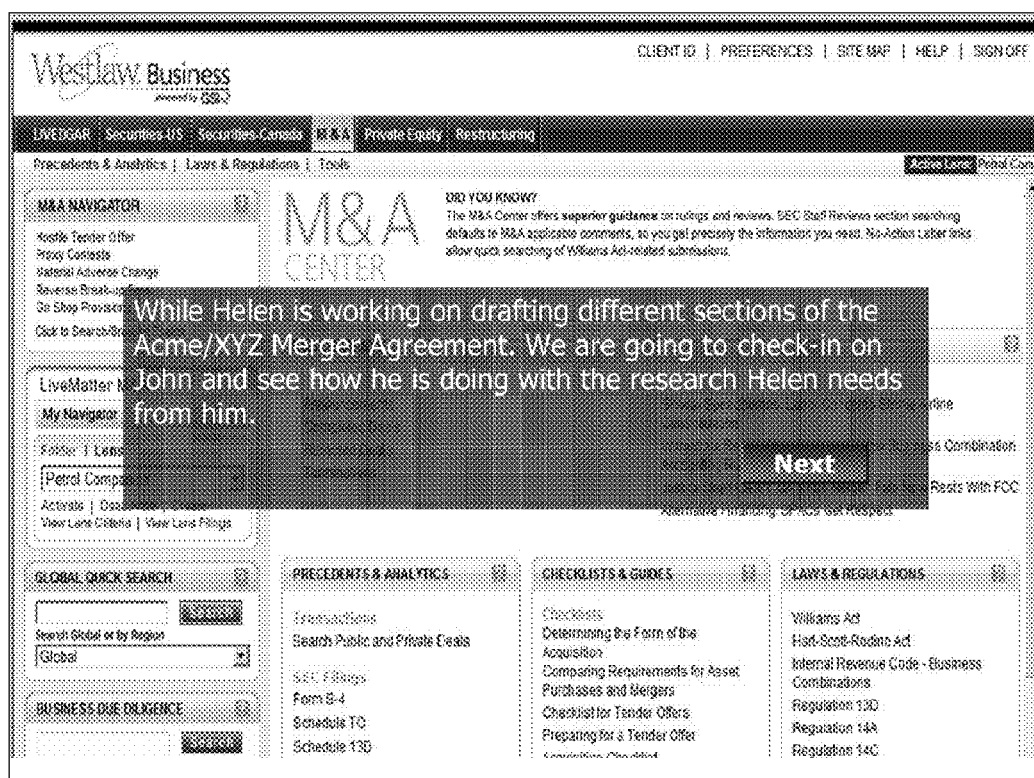


FIGURE 15

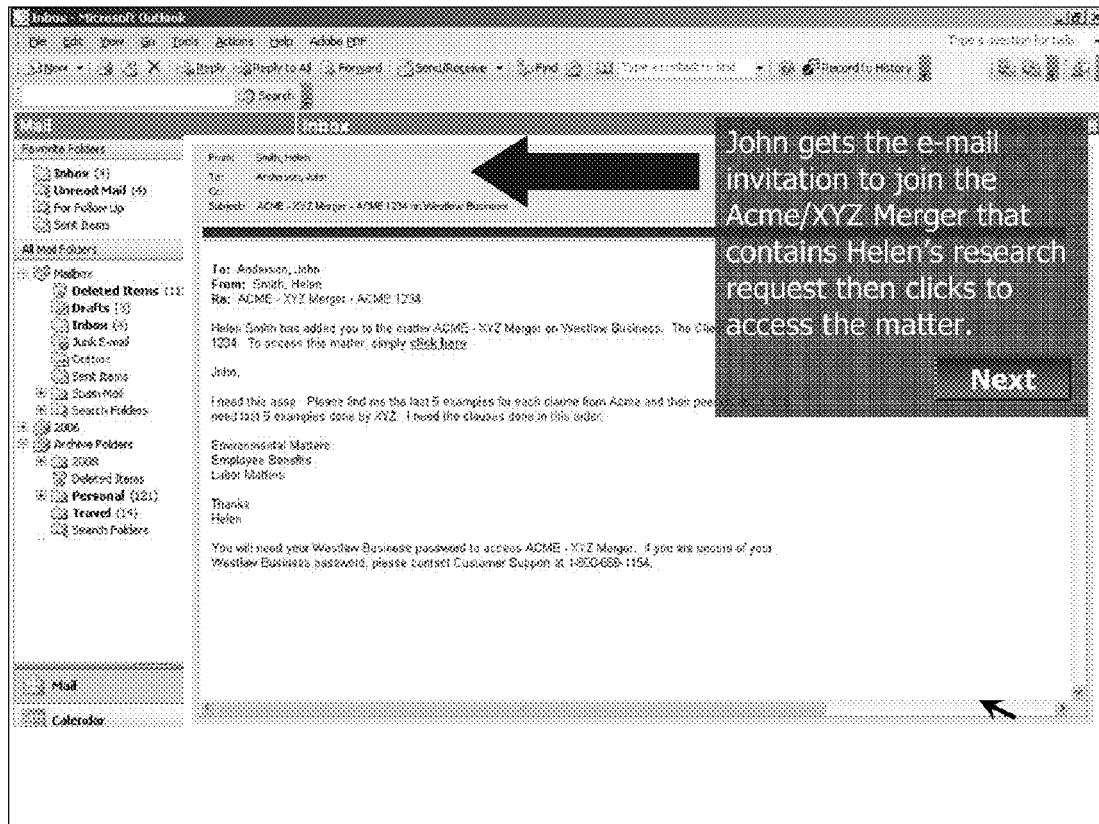


FIGURE 16



FIGURE 17

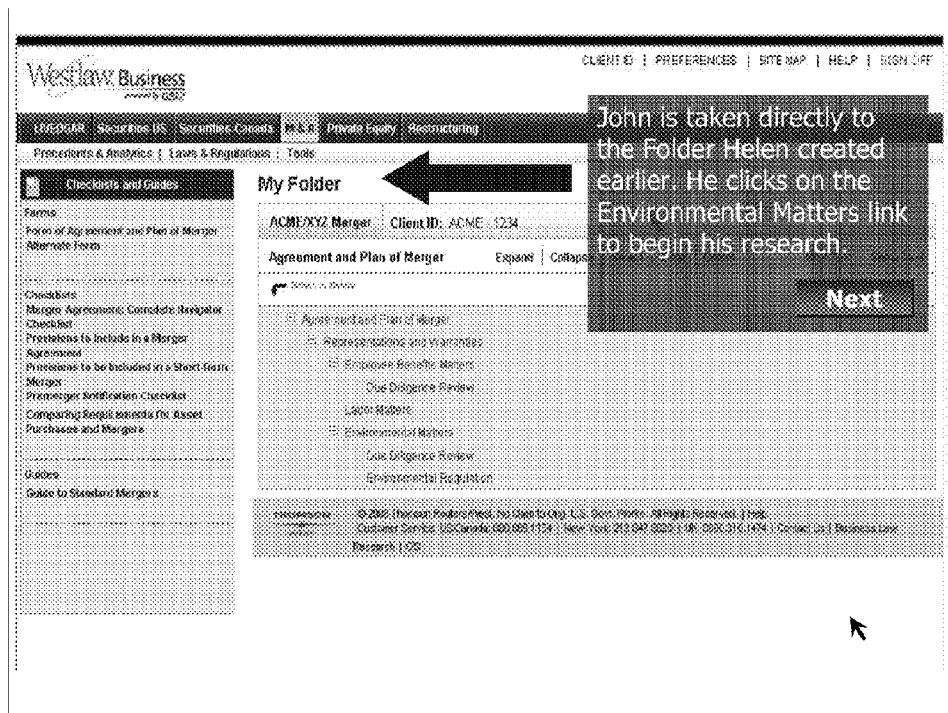


FIGURE 18

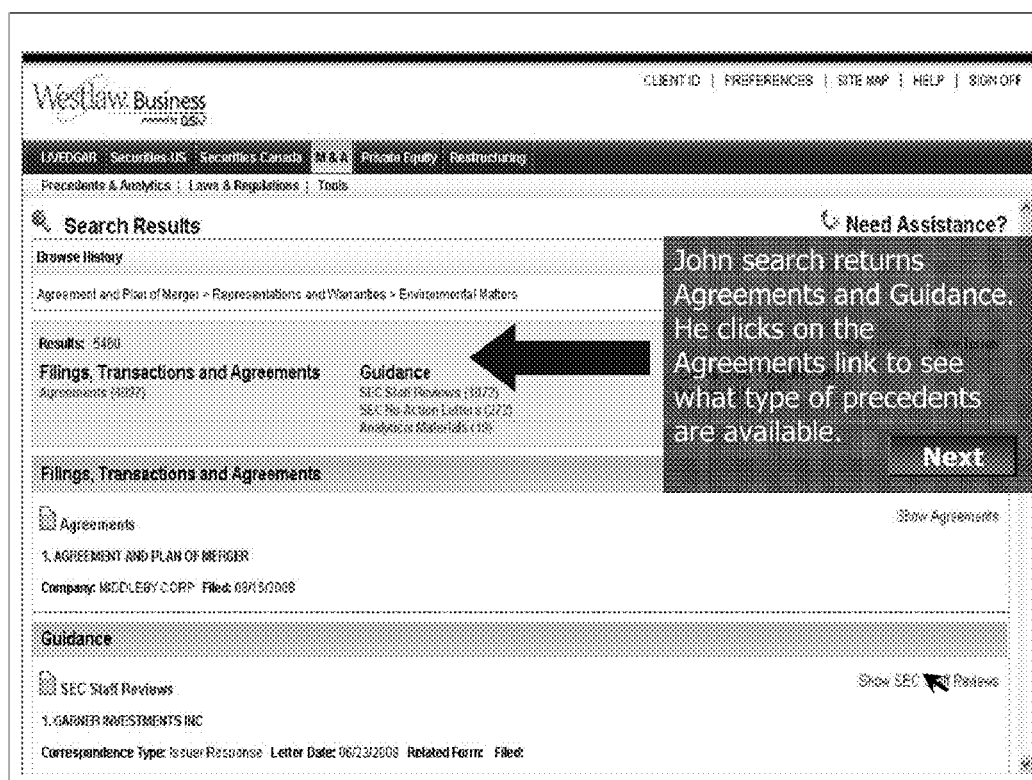


FIGURE 19

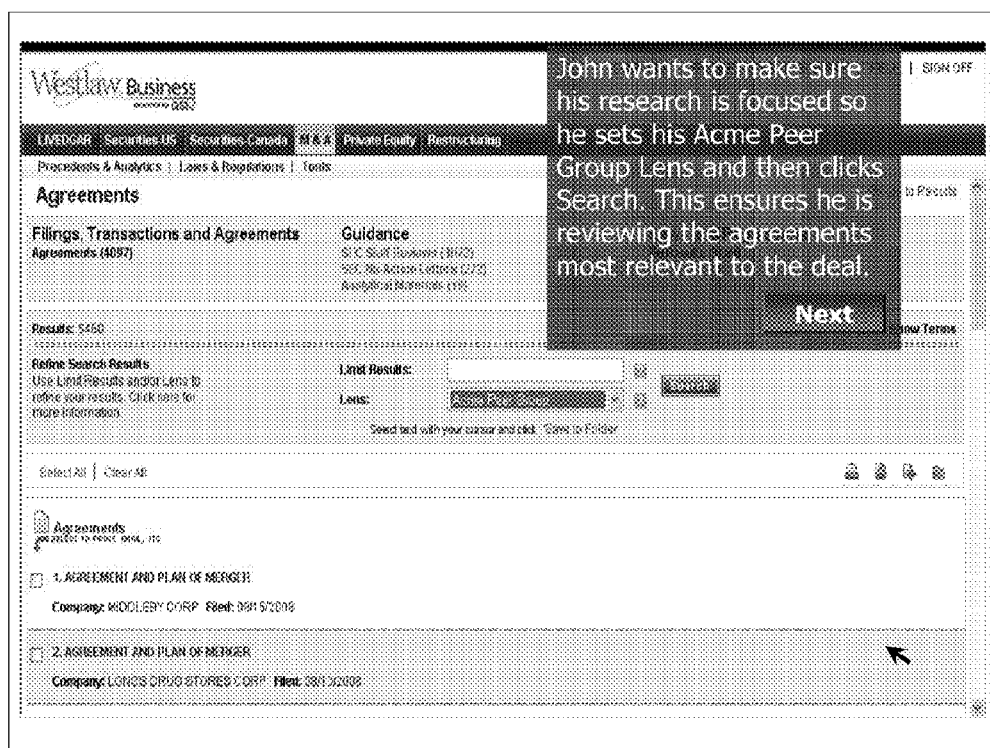


FIGURE 20

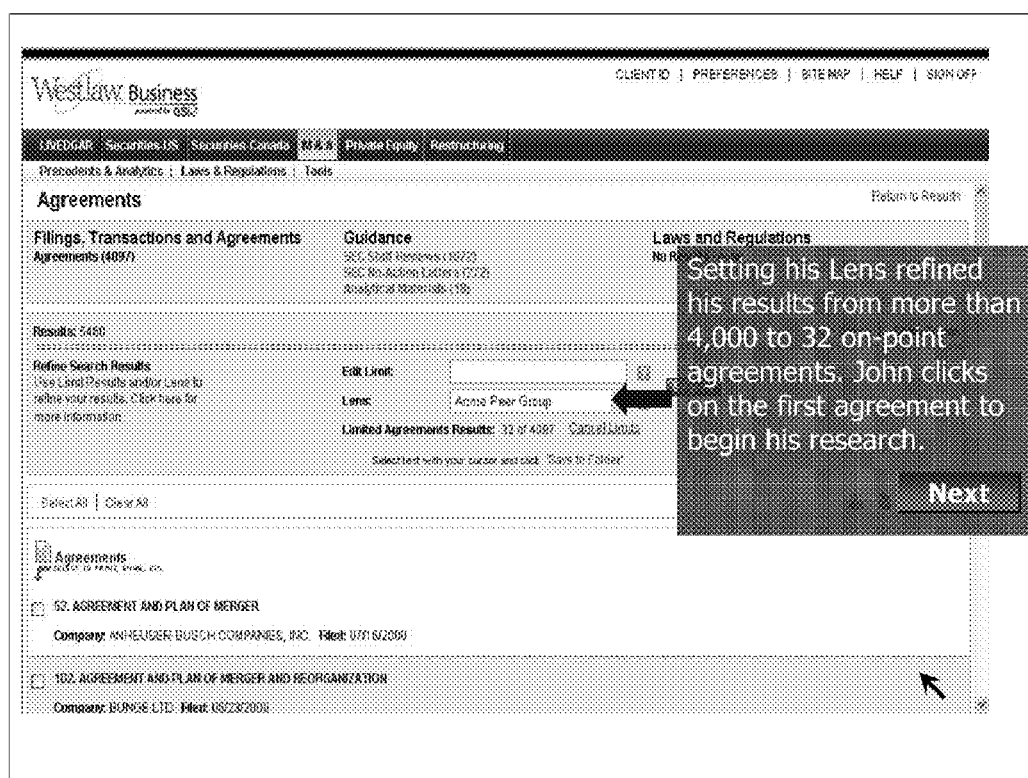


FIGURE 21

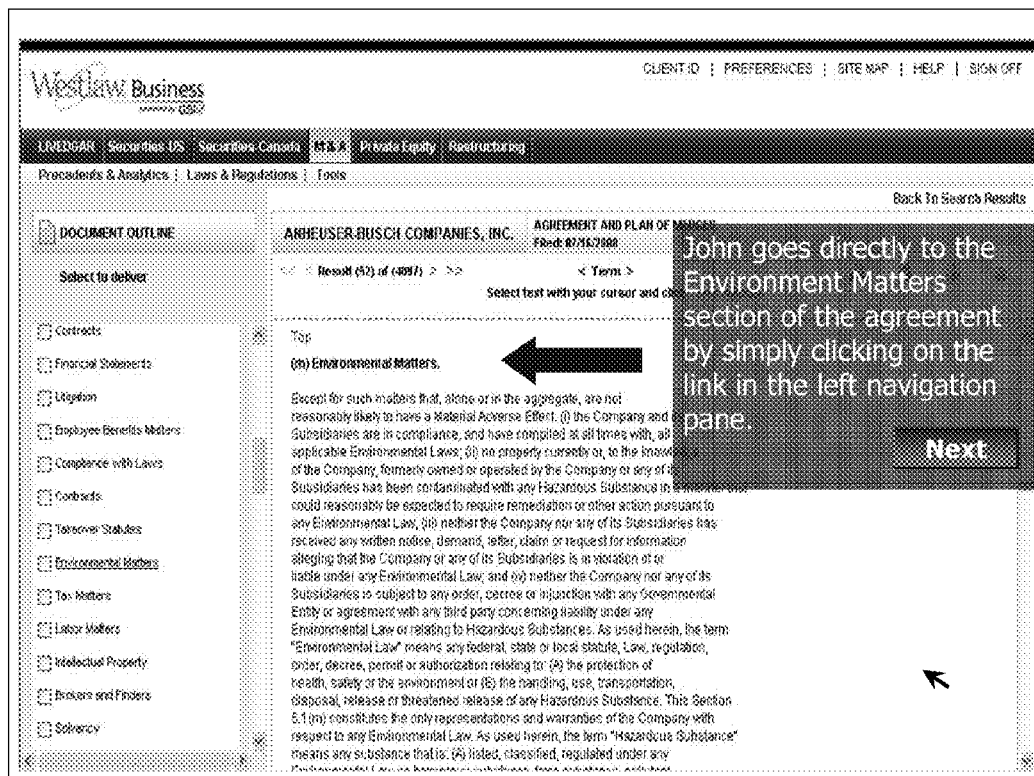


FIGURE 22

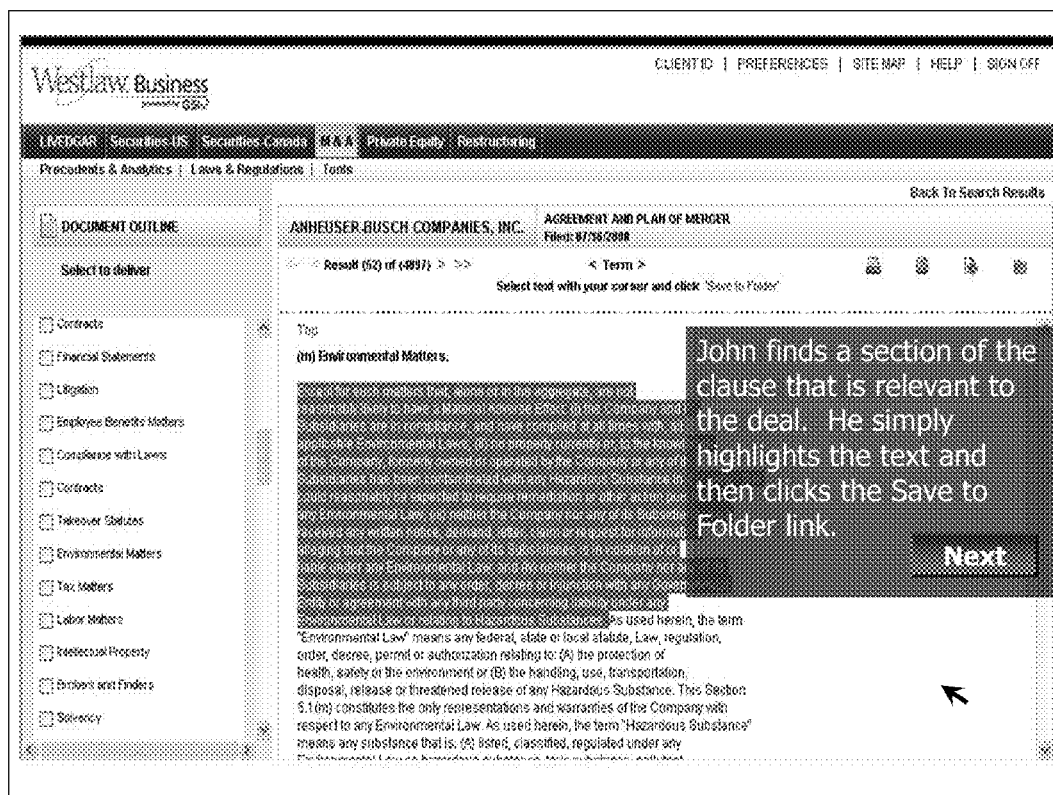


FIGURE 23

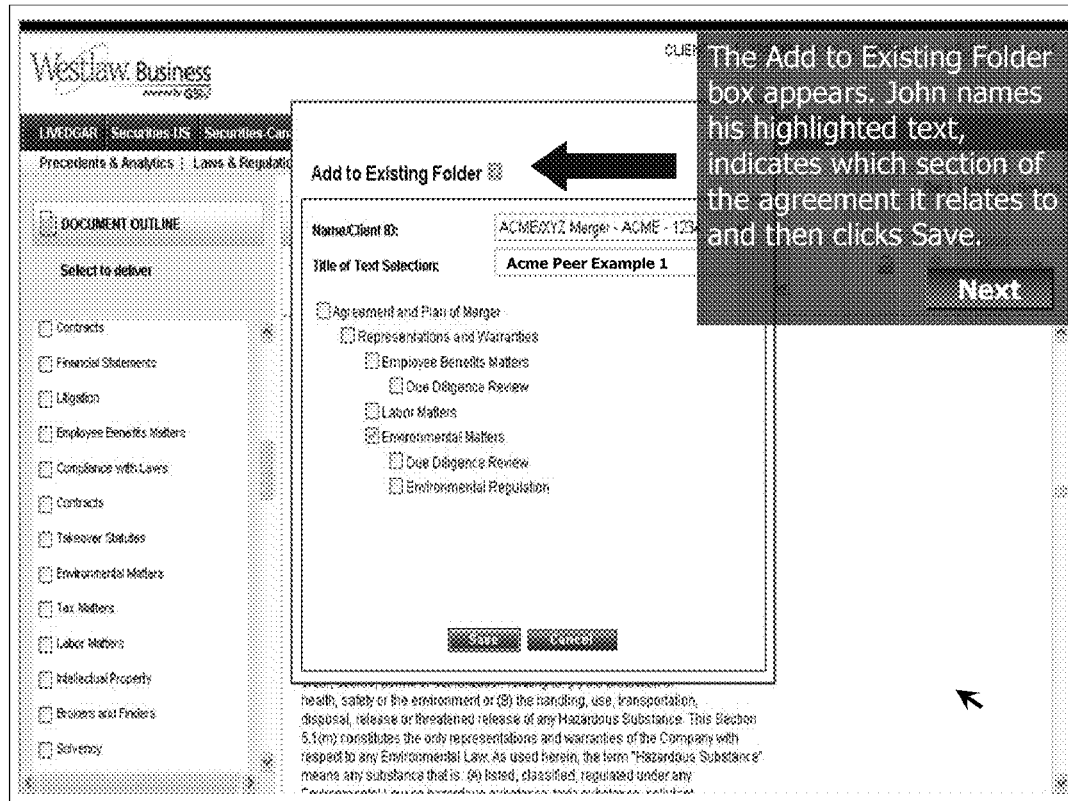


FIGURE 24

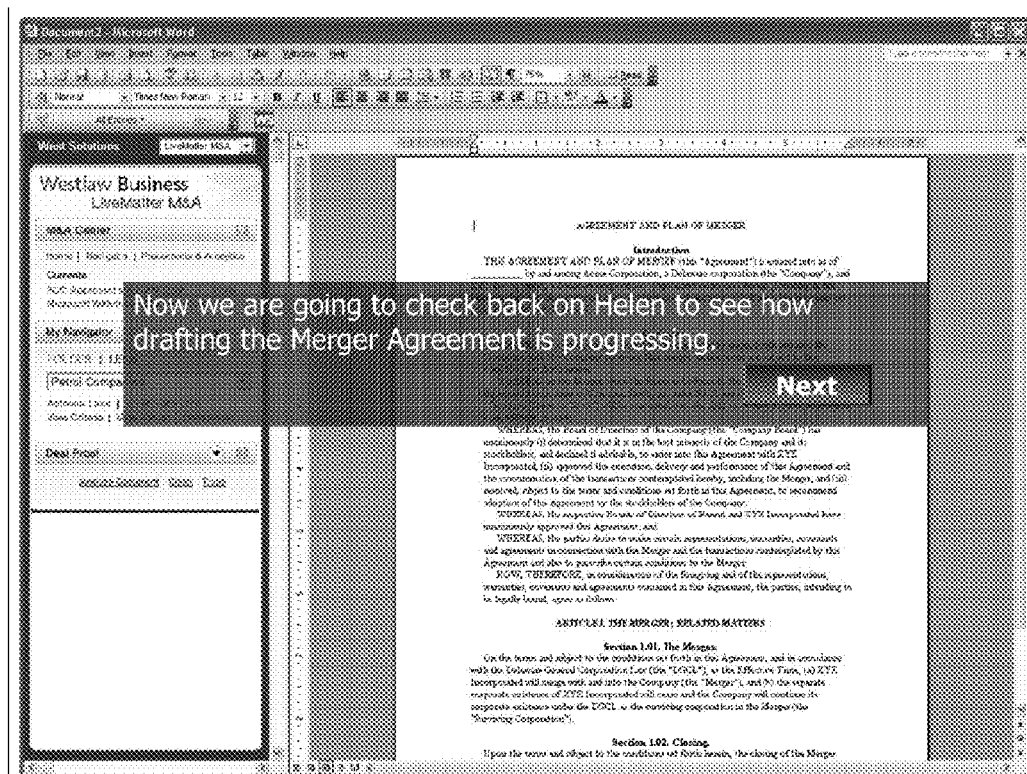


FIGURE 25

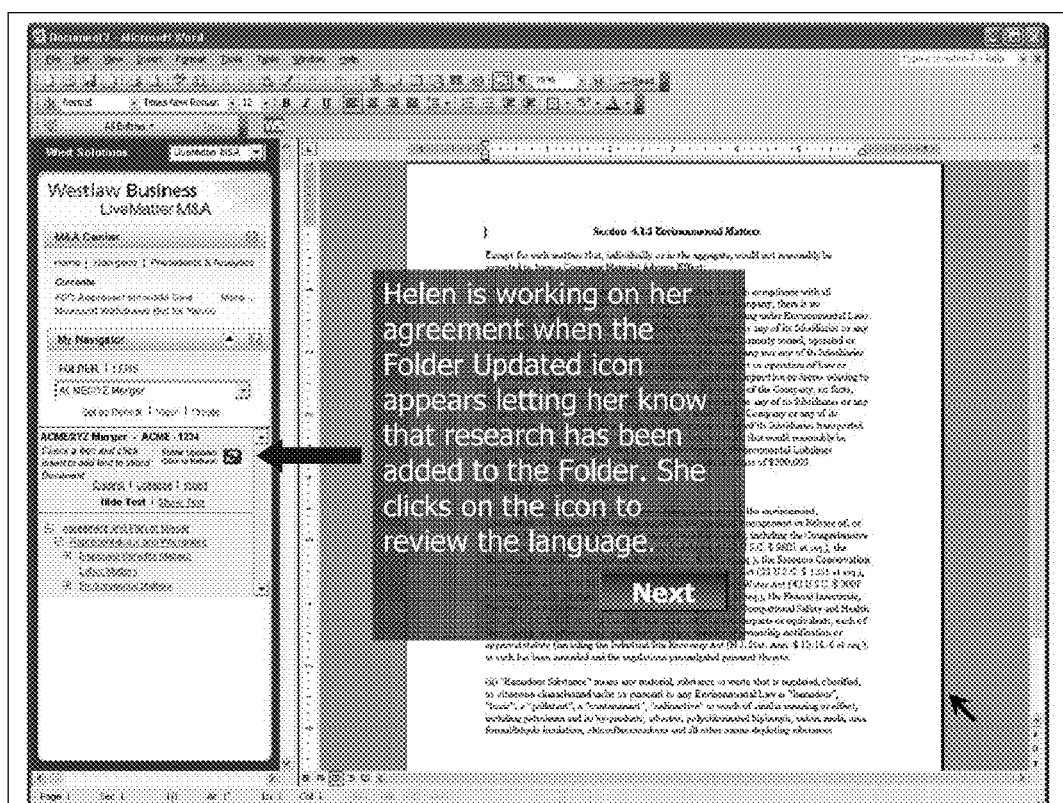


FIGURE 26

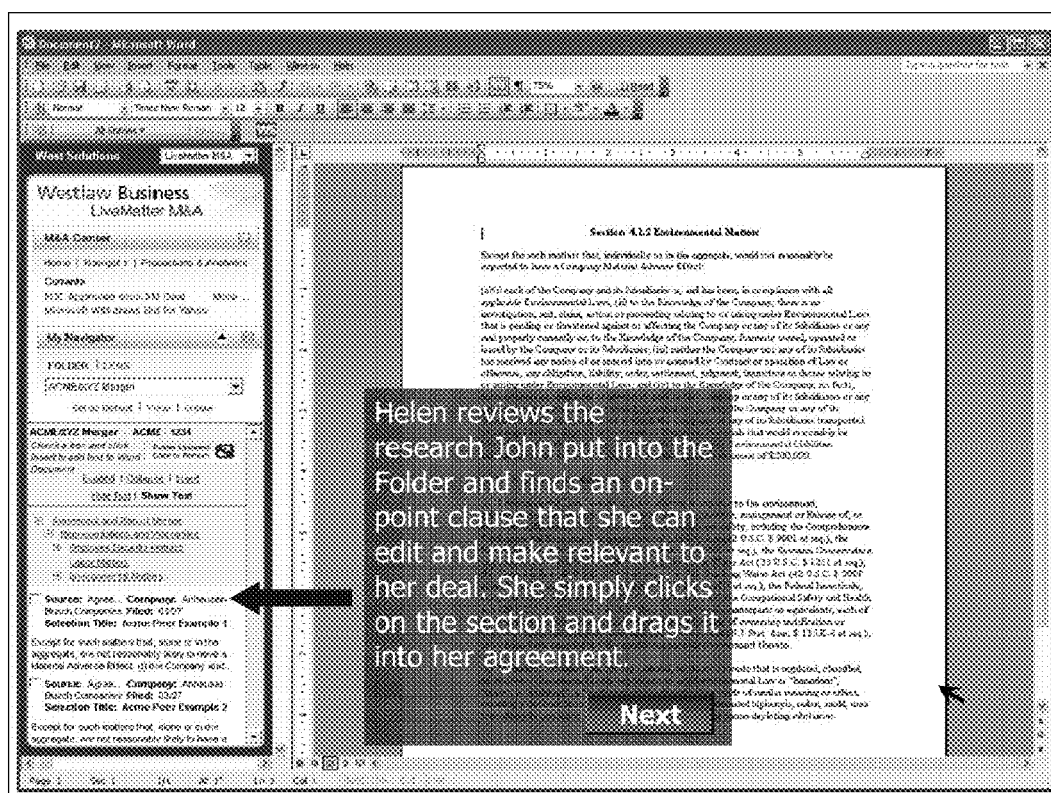


FIGURE 27

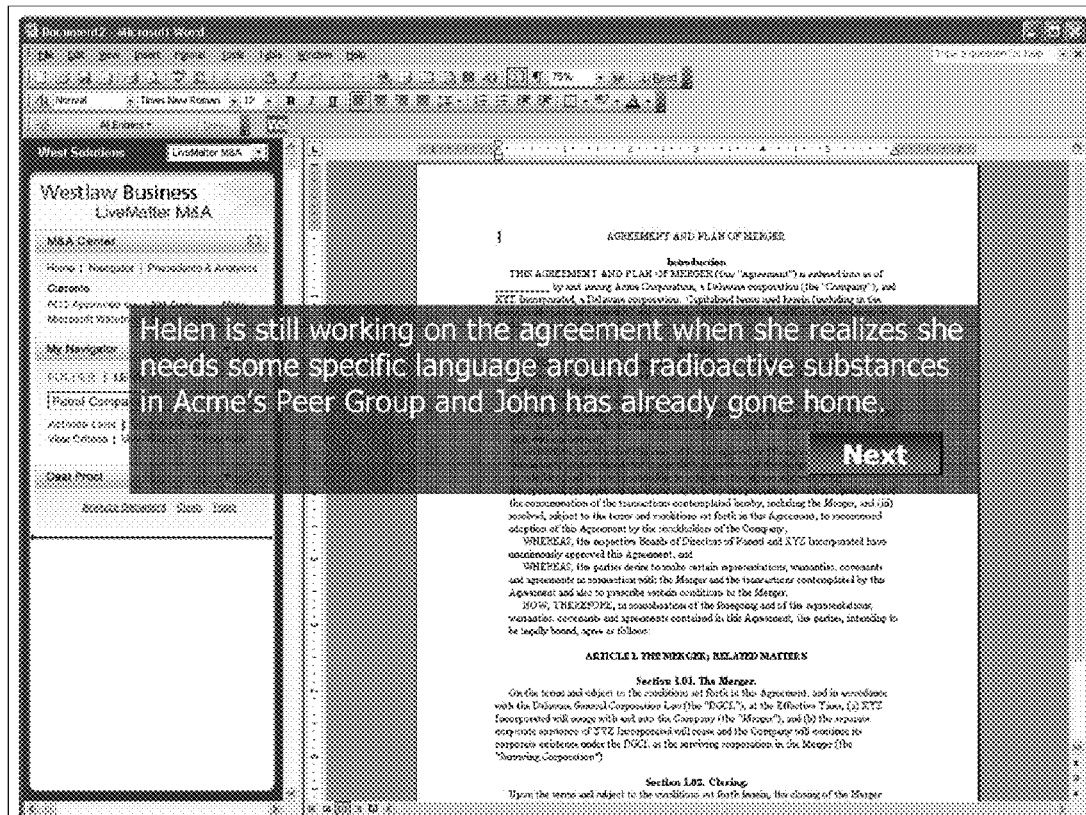


FIGURE 28

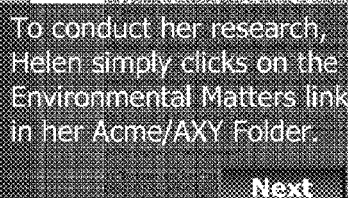


FIGURE 29

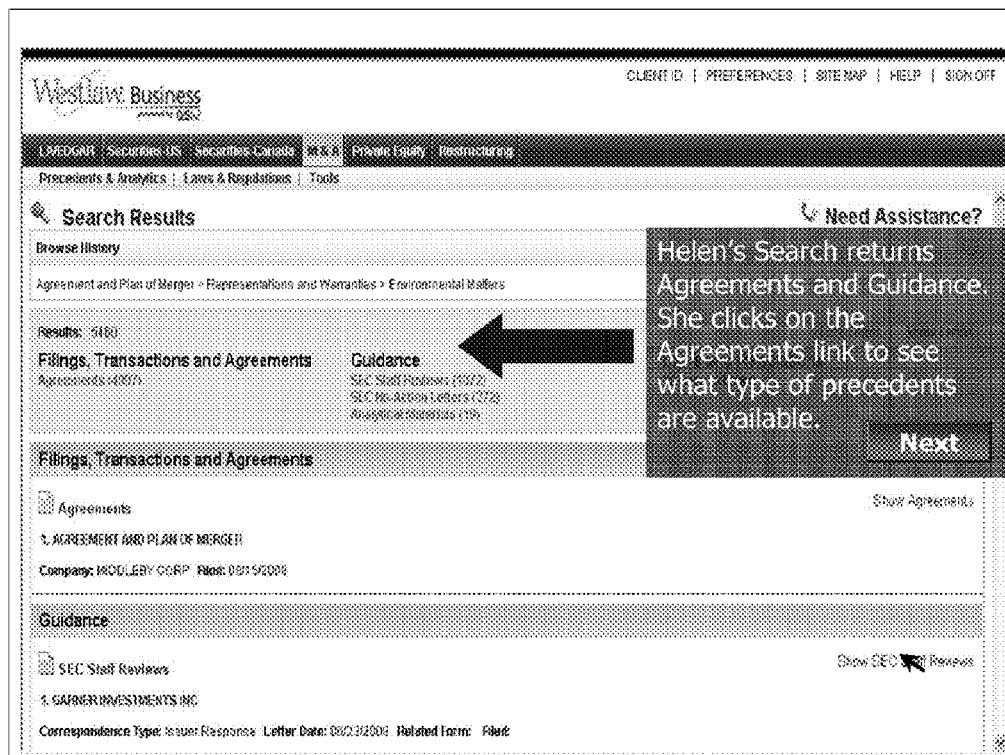


FIGURE 30

Westlaw Business
CLIENT ID | PREFERENCES | SITE MAP | HELP | SIGN OFF

LIVE/COMP Securities M&A Securities Canada M&A Private Equity Restructuring
Proceedings & Analysis | Cases & Regulations | Tools

Agreements

Filings, Transactions and Agreements
Agreements (8897)

Guidance
SEC Staff Reviews (1872)
SEC No-Action Letters (2721)
Archival Materials (19)

Results: 2480

Refine Search Results:
Use Limit Results under Lens to refine your results. Click here for more information.

Edit Limit: ("Radioactive Substance")

Lens: Acme Peer Group

Limited Agreements Results: 16 of 407

Select text with your cursor and click "Save to Filter"

Select All | Clear All

Agreements
794. AGREEMENT AND PLAN OF MERGER

Company: COLLAGENEX PHARMACEUTICALS INC. **Filed:** 03/10/2008

...and by-products, asbestos and asbestos-containing materials, urea formaldehyde foam insulation, medical or infectious wastes, polychlorinated biphenyls, radon gas, radioactive substances, microfluorinations and all other ozone-depleting substances, (b) in the United States, all substances defined as Hazardous Substances, PCBs, Pesticides...

FIGURE 31

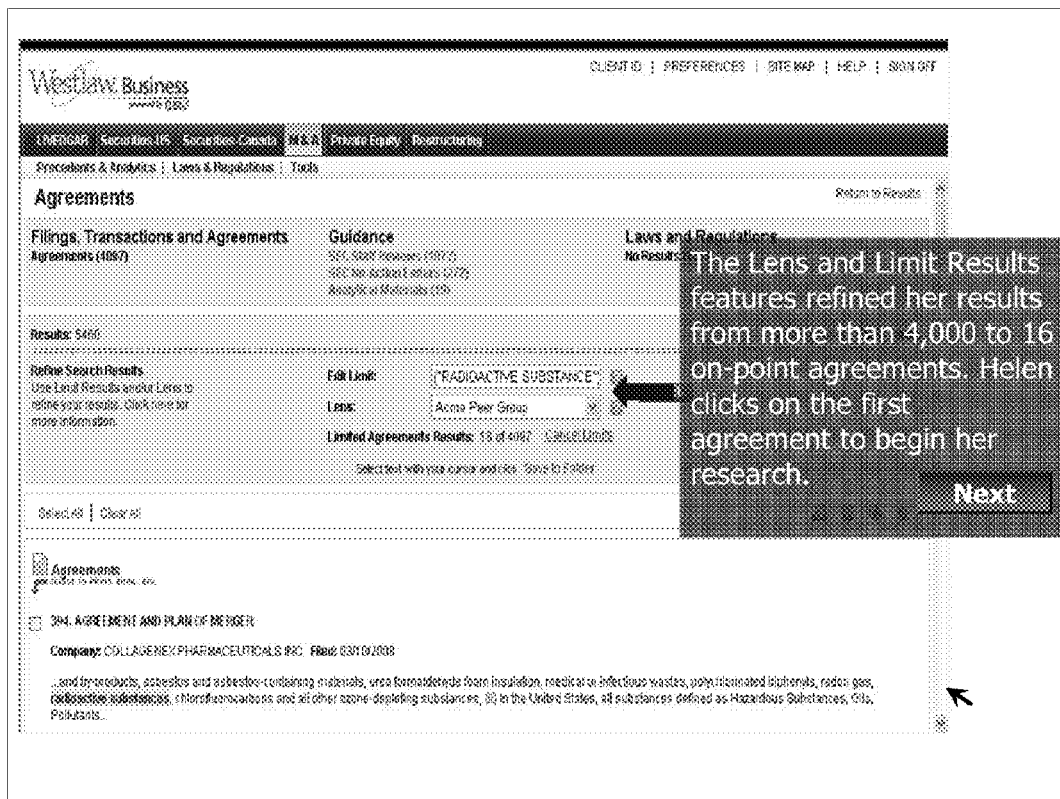


FIGURE 32

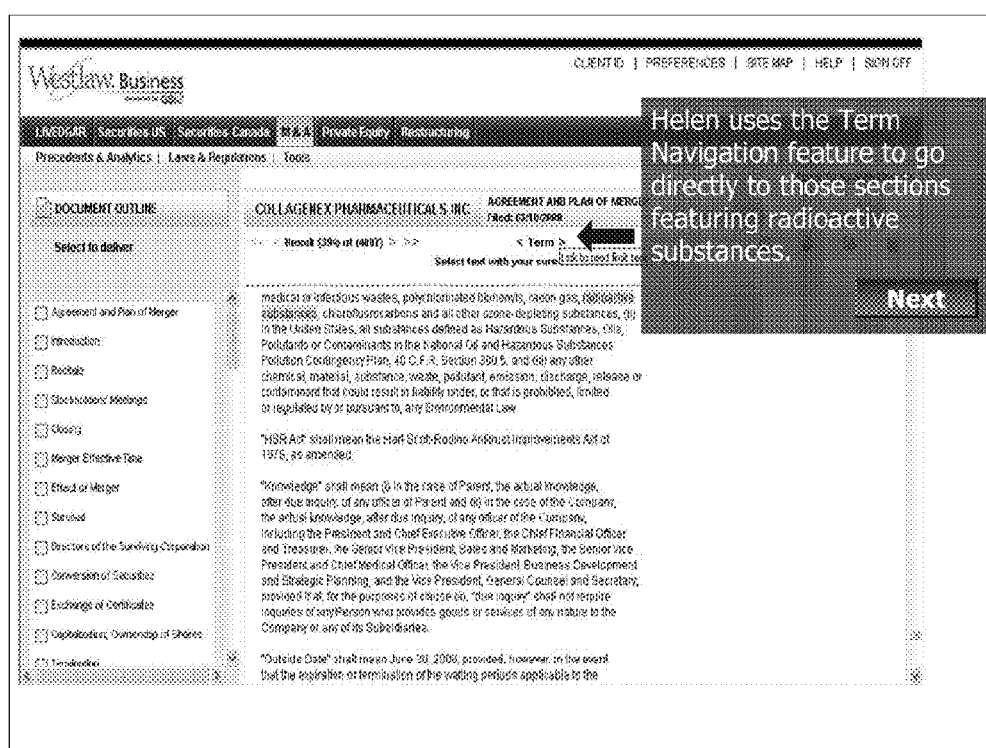


FIGURE 33

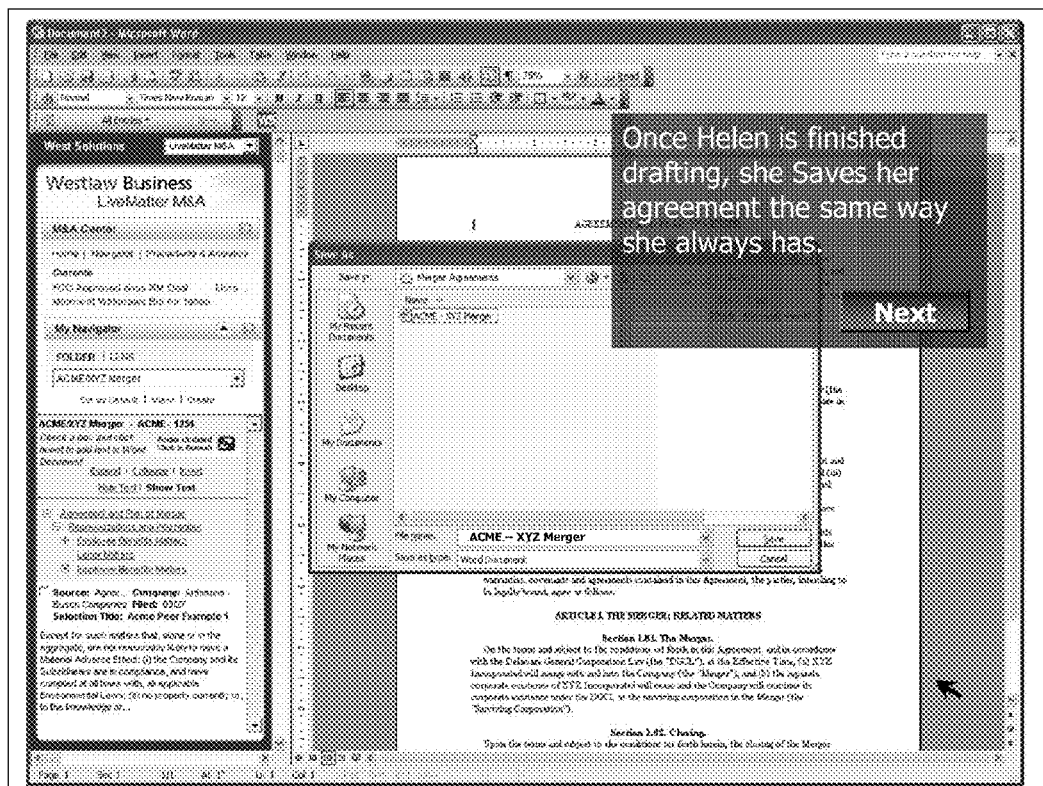


FIGURE 34

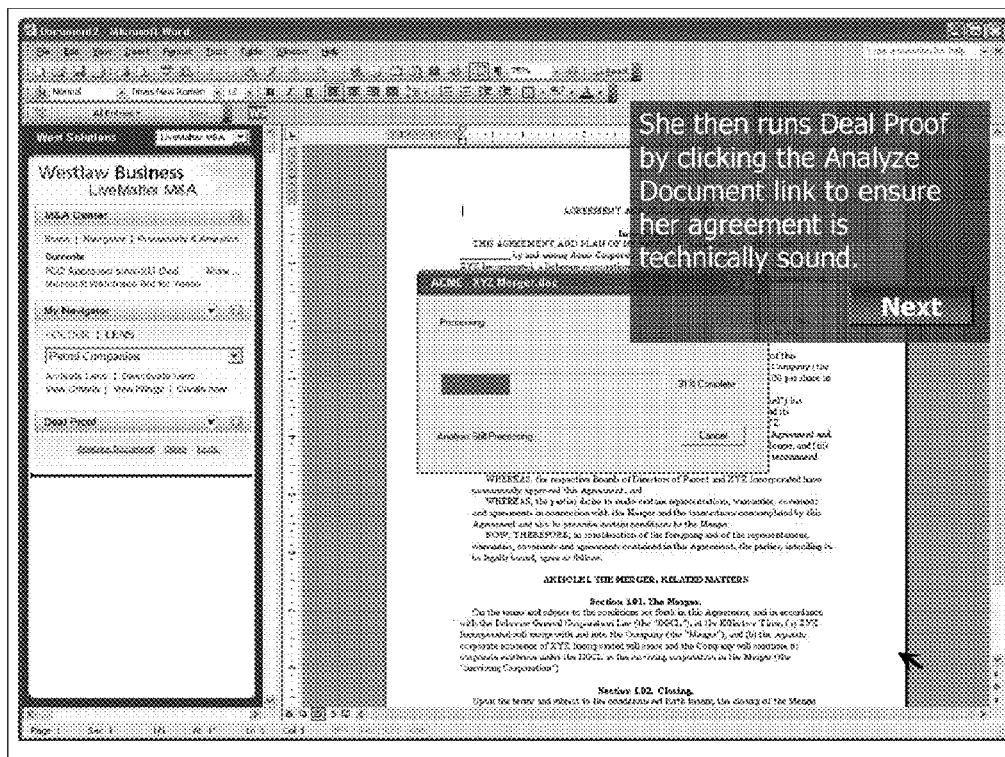


FIGURE 35

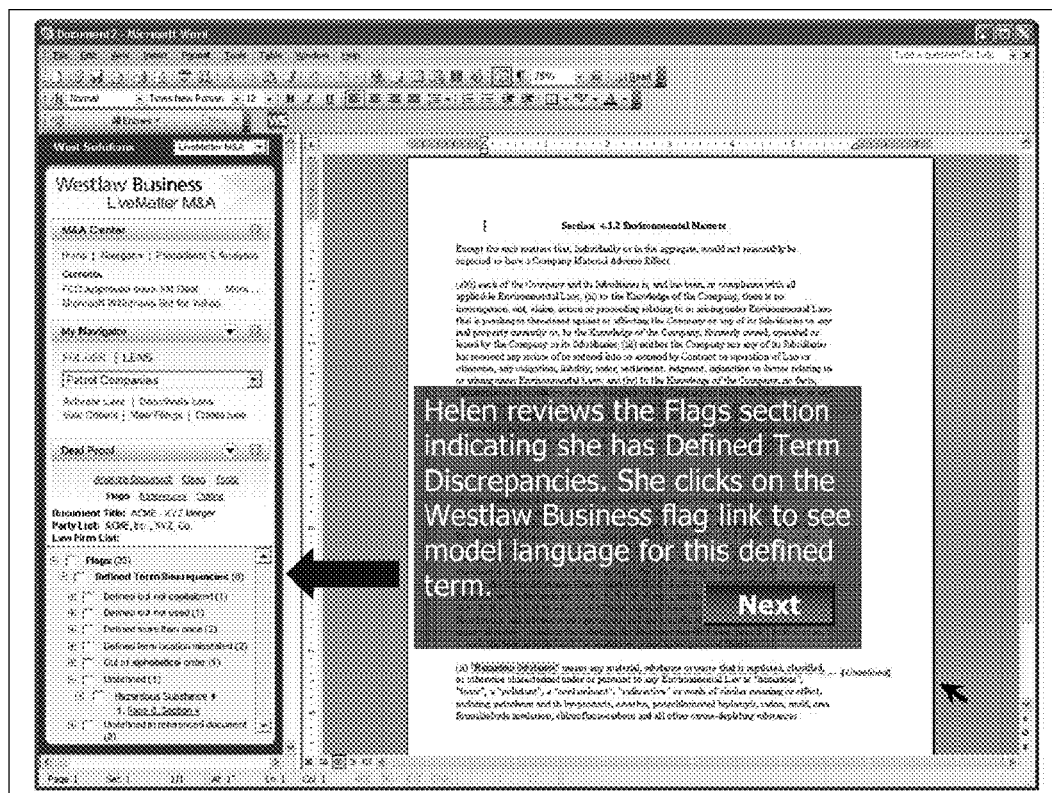


FIGURE 36

Westlaw Business

CLIENT ID | PREFERENCES | SITE MAP | HELP | SIGN OFF

INTERNET | Securities US | Securities Canada | M&A | Private Equity | Precedent Agreements | Restructuring

Precedents & Analytics | Laws & Regulations | Tools

Precedent Agreements

File on using screen template

Select Practice Area: Mergers & Acquisitions

Text Search:

Document Title: Connections/Shareholders

Clause Title: e.g. Exchange, Merger, Purchase

Defined Terms: e.g. Severability, "Tax Consequences"

Governing Law: e.g. Hazardous Substance

Attorney or Law Firm: e.g. Consideration: "Exchange Ratio", "Fair Market Value"

Company Name: e.g. Securities, "New York"

Ticker Symbol:

Next

A pop-up screen appears with the questionable defined term prepopulated. Helen simply clicks Search to find model language for her defined term.

Next

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FIGURE 37

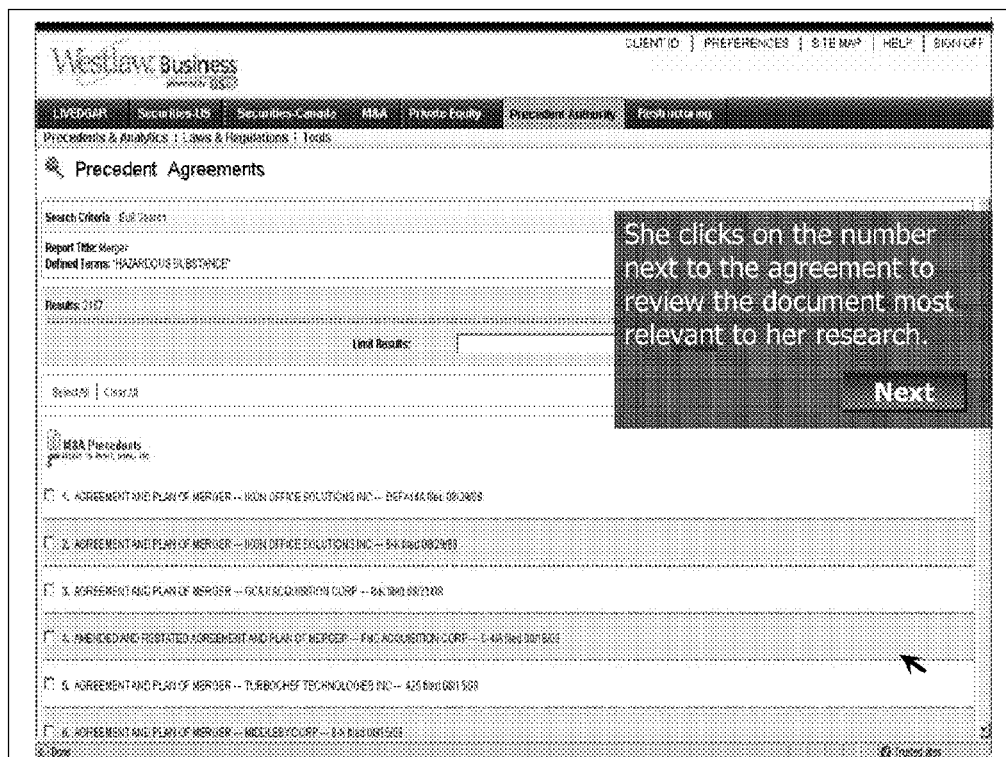


FIGURE 38

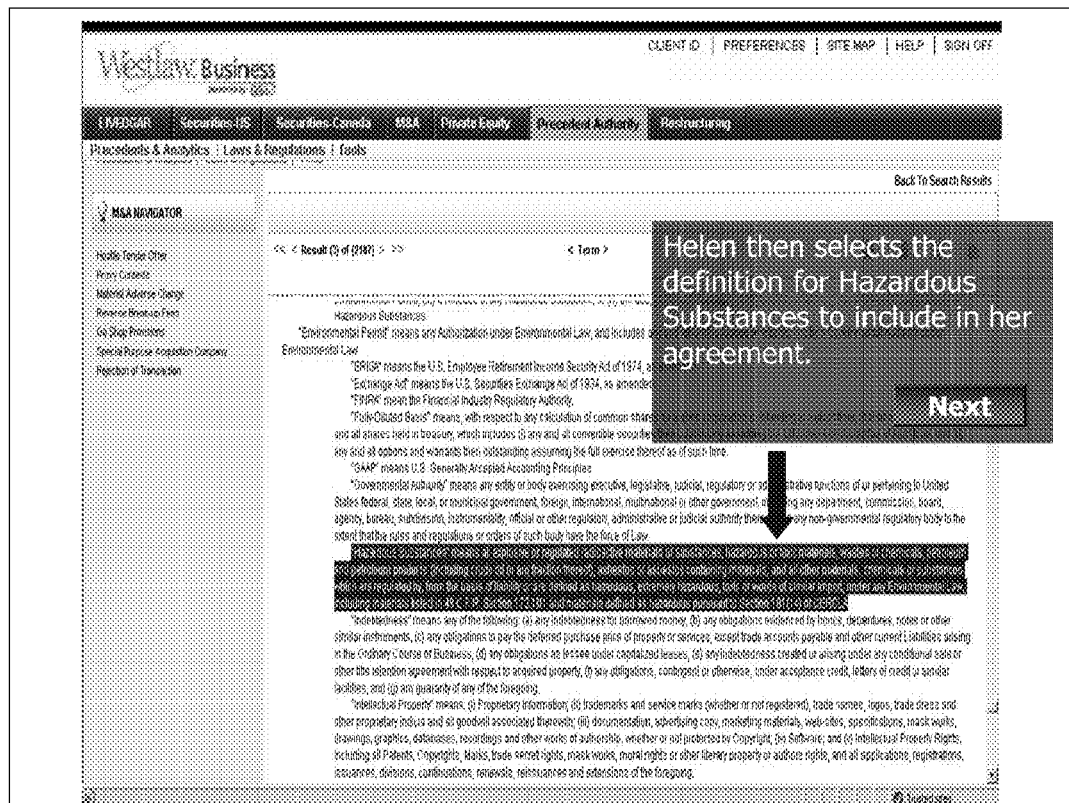


FIGURE 39

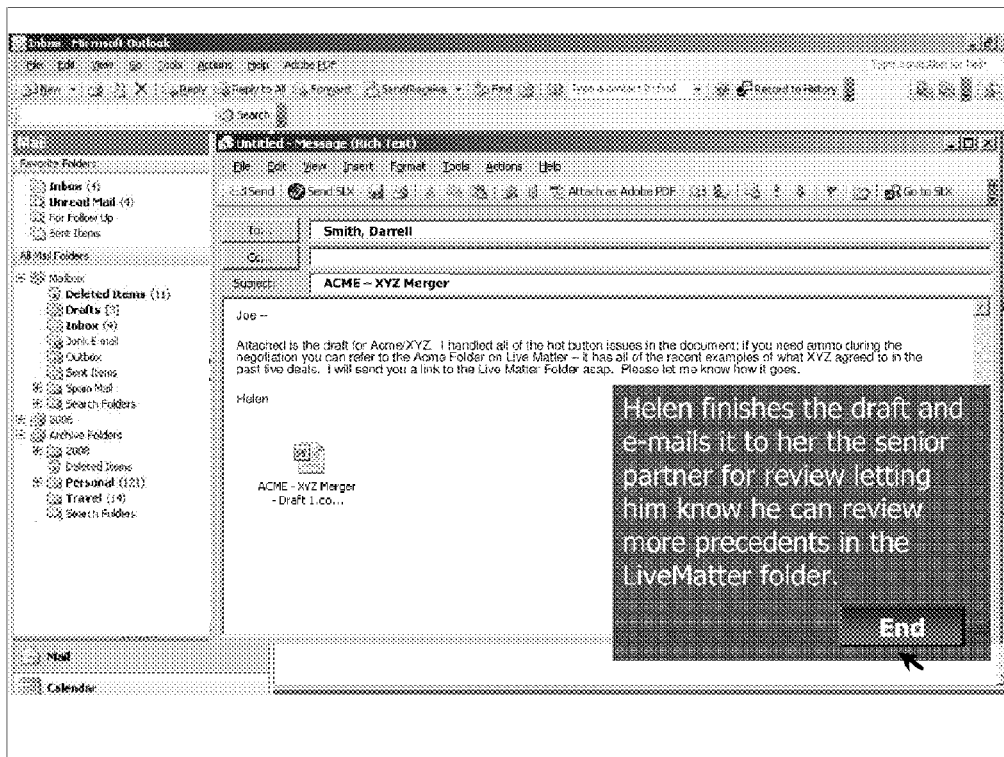


FIGURE 40

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SYSTEMS, METHODS, AND INTERFACES FOR RESEARCHING CONTRACTUAL PRECEDENTS

CROSS-REFERENCE TO RELATED APPLICATIONS

This application claims priority under 35 U.S.C. §120 as a continuation of U.S. patent application Ser. No. 12/501,356 filed 10 Jul. 2009 by the present inventive entity and having the same title as the instant application, which application in turn claims priority under 35 U.S.C. §119(e) to U.S. Provisional Application Ser. Nos. 61/134,605, and 61/113,851 which respectively were filed on Jul. 11, 2008 and Nov. 12, 2008. The disclosures of each of these applications are hereby incorporated herein by this reference in their entireties for all purposes.

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TECHNICAL FIELD

Various embodiments of the present invention concern information-retrieval systems, such as those that provide legal documents or other related content, and user interfaces for such systems.

BACKGROUND

Transactional business lawyers within the American legal system, as well as many others across the globe, are continually involved in negotiating contracts on behalf of their clients. Often times the financial values involved in the contracts is significant, for example, in the tens or hundreds of millions of dollars. In negotiating these contracts, the business lawyers are under intense time pressure to make deals happens, while also protecting the best interests of their clients.

To facilitate these high-stakes negotiations, lawyers often seek to look at previous contracts or particular provisions of previous contracts as precedents. These precedents are valuable not only for teaching lawyers contractual alternatives, but also for use as leverage in negotiations. For example, one side in a negotiation may argue that a particular indemnity clause is unconventional and the other side may argue that a particular termination clause is conventional. In either case, one side or the other may want to use precedent to support their arguments and gain a concession from the other. Unfortunately, even in law firms with a long history of negotiating high-stakes contracts, finding and leveraging available and relevant contractual or agreement precedent can be time consuming and labor intensive.

Accordingly, the present inventors identified a need for better ways of researching contractual precedents.

SUMMARY

To address this and/or other needs, the present inventors devised, among other things, a systems, methods, and soft-

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ware that allow users to search, filter, and organize, share, and leverage contractual precedent. Moreover, the exemplary system also allows users to readily select and input contractual precedents into word-processing document, such as draft contracts.

BRIEF DESCRIPTION OF THE DRAWINGS

FIG. 1 is a block diagram of an exemplary information-retrieval and contract drafting system **100**, which corresponds to one or more embodiments of the present invention.

FIG. 2 is a facsimile of an exemplary graphical user interface **200** which may be incorporated into system **100** and which corresponds to one or more embodiments of the present invention.

FIG. 3 is a flow chart of an exemplary method of operating system **100**, which corresponds to one or more embodiments of the present invention.

FIGS. 4-40 are facsimiles of graphical user interfaces that form a portion of system **100** and also embody one or more methods, all corresponding to one or more embodiments of the present invention.

DETAILED DESCRIPTION OF EXEMPLARY EMBODIMENTS

This description, which references and incorporates the above-identified Figures, describes one or more specific embodiments of an invention. These embodiments, offered not to limit but only to exemplify and teach the invention, are shown and described in sufficient detail to enable those skilled in the art to implement or practice the invention. Thus, where appropriate to avoid obscuring the invention, the description may omit certain information known to those of skill in the art.

Exemplary Document-Processing and Information-Retrieval System

FIG. 1 shows an exemplary document-processing and information-retrieval system **100**. System **100** includes one or more databases **110**, one or more servers **120**, and one or more access devices **130**.

Exemplary Databases

Databases **110** includes a set of primary databases **112** and a set of second databases **114**. Primary databases **112**, in the exemplary embodiment, include a caselaw database **1121** and a statutes databases **1122**, which respectively include judicial opinions and statutes from one or more local, state, federal, and/or international jurisdictions. Secondary databases **114**, provide attorney, judge, law firm, product, corporate profiles, and industry and financial databases, such as SEC (Securities and Exchange Commission) filings, including contracts and agreements. Each corporate profiles include one or more industry classification codes or indicators that facilitates association of industry and corporate identifiers with particular documents, such as agreements as well as portions of those documents. In some embodiments, the caselaw documents are logically associated via a data structure with documents or profiles in databases **114**. Other embodiments may include non-legal databases that include financial, scientific, or health-care information. Still other embodiments provide public or private databases, such as those made available through WESTLAW, INFOTRAC, and more generally any open web or Internet content.

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Databases **110**, which take the exemplary form of one or more electronic, magnetic, or optical data-storage devices, include or are otherwise associated with respective indices (not shown). Each of the indices includes terms and phrases in association with corresponding document addresses, identifiers, and other conventional information. Databases **110** are coupled or couplable via a wireless or wireline communications network, such as a local-, wide-, private-, or virtual-private network, to server **120**.

Exemplary Server

Server **120**, which is generally representative of one or more servers for serving data in the form of webpages or other markup language forms with associated applets, ActiveX controls, remote-invocation objects, or other related software and data structures to service clients of various "thicknesses." More particularly, server **120** includes a processor module **121**, a memory module **122**, a subscriber database **123**, a primary search module **124**, a secondary search module **125**, and an contractual research and drafting module **126**.

Processor module **121** includes one or more local or distributed processors, controllers, or virtual machines. In the exemplary embodiment, processor module **121** assumes any convenient or desirable form.

Memory module **122**, which takes the exemplary form of one or more electronic, magnetic, or optical data-storage devices, stores subscriber database **123**, search module **124**, secondary search module **125**, and contractual research and drafting module **126**.

Subscriber database **123** includes subscriber-related data for controlling, administering, and managing pay-as-you-go or subscription-based access of databases **110**. In the exemplary embodiment, subscriber database **123** includes one or more preference data structures, of which data structure **1231** is representative. Data structure **1221** includes a customer or user identifier portion **1231A**, which is logically associated with one or more operational, configuration, or usage preferences or associated data for contractual research and drafting module **126**, such as preferences **1231B**, **1231C**, and **1231D**.

Preference **1231B** includes a default value governing whether functionality of module **126** is enabled or disabled for the associated user or customer. Preference **1231C** includes one or more user defined search results filters for filtering contractual precedent research results via industry, company name list, deal size, clause type, and/or one or more other traits as well as identifiers for other users with whom the filters may be shared as well as their access rights with respect to the folders. Preference **1231D** includes one or more precedent storage folders associated with the user as well as identifiers for other users with whom the folders may be shared as well as their access rights with respect to the folders default values governing one or more other aspects of usage or operation or configuration of the information-integration tools within module **126**.

Primary search module **124** includes one or more search engines and related user-interface components, for receiving and processing user queries against one or more of databases **110**. In the exemplary embodiment, one or more search engines associated with search module **124** provide Boolean, tf-idf, natural-language search capabilities.

Secondary module **125** includes one or more search engines for receiving and processing queries against one or more of databases **114**. Some embodiments charge a separate or additional fee for searching and/or accessing documents from the secondary databases.

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Contractual research and drafting module **126** includes machine readable and/or executable instruction sets for wholly or partly defining software and related user interfaces, some of which have one or more portions thereof that integrate or cooperate with one or more document-processing applications. Exemplary document-processing (or document-authoring or -editing) applications include word-processing applications, email applications, presentation applications, and spreadsheet applications. (More about the module **126** is described below.) In the exemplary embodiment, these applications would be hosted on one or more access devices, such as access device **130**. (Other functionality of module **126** is described below.)

Exemplary Access Device

Access device **130** is generally representative of one or more access devices. In the exemplary embodiment, access device **130** takes the form of a personal computer, workstation, personal digital assistant, mobile telephone, or any other device capable of providing an effective user interface with a server or database. Specifically, access device **130** includes a processor module **131** one or more processors (or processing circuits) **131**, a memory **132**, a display **133**, a keyboard **134**, and a graphical pointer or selector **135**.

Processor module **131** includes one or more processors, processing circuits, or controllers. In the exemplary embodiment, processor module **131** takes any convenient or desirable form. Coupled to processor module **131** is memory **132**.

Memory **132** stores code (machine-readable or executable instructions) for an operating system **136**, a browser **137**, document processing software **138**. (In the exemplary embodiment, memory **132** also includes document management software and time and billing system software not shown in the FIG. 1. In some embodiments, this software may be hosted on a separate server.)

In the exemplary embodiment, operating system **136** takes the form of a version of the Microsoft Windows operating system, and browser **137** takes the form of a version of Microsoft Internet Explorer. Operating system **136** and browser **137** not only receive inputs from keyboard **134** and selector **135**, but also support rendering of graphical user interfaces on display **133**. In the exemplary embodiment, document processing software **138** includes Microsoft Word word processing software, Powerpoint presentation software, Excel spreadsheet software, and Outlook email software. Document processing software is shown integrated with one or more portions **1381** of contract research and draft module **126**, which are downloaded from server **120** via a wired or wireless communication link. Upon launching of the document processing software an integrated document-processing and information-retrieval graphical-user interface **139** is defined in memory **132** and rendered on display **133**.

Upon rendering, interface **139** presents data in association with one or more interactive control features (or user-interface elements). In the exemplary embodiment, each of these control features takes the form of a hyperlink or other browser-compatible command input. User selection of some control features results in retrieval and display of at least a portion of the corresponding document within a region of interface **138** (not shown in this figure.) Although FIG. 1 shows regions as being simultaneously displayed, some embodiments present them at separate times.

FIG. 2 shows an exemplary form of interface **139**.

Exemplary Method(s)

FIG. 3 shows a flow chart **300** of one or more exemplary methods of operating a system, such as system **100**. Flow

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chart **300** includes blocks **310-350**, which are arranged and described in a serial execution sequence in the exemplary embodiment. However, other embodiments execute two or more blocks in parallel using multiple processors or processor-like devices or a single processor organized as two or more virtual machines or sub processors. Other embodiments also alter the process sequence or provide different functional partitions to achieve analogous results. For example, some embodiments may alter the client-server allocation of functions, such that functions shown and described on the server side are implemented in whole or in part on the client side, and vice versa. Moreover, still other embodiments implement the blocks as two or more interconnected hardware modules with related control and data signals communicated between and through the modules. Thus, the exemplary process flow applies to software, hardware, and firmware implementations.

Block **310** entails receiving user selection of one or more redefined queries for contractual precedents. In the exemplary embodiment, this entails a user invoking display of a topical hierarchical outline of contractual provisions or issues, wherein each of the provision types or issues is associated with a predetermined query for searching one or more databases **110**.

Block **320** entails executing searching databases **110** based on the user selected topic, or more precisely their corresponding predefined queries. In the exemplary embodiment, execution of the searches is performed using server **120** and ensues upon receipt of a search command from the user via a graphical user interface **139**.

Block **330** entails filtering search results based on stored and predefined search results filters for contractual provisions. In the exemplary embodiment, this entails retrieving a predefined filter (my lens) associated with the user via his or her user data structure and then applying the filter against the search results. Execution continues at block **340**.

Block **340** entails storing one or more of the provisions included in the filtered search results in a user folder. In the exemplary embodiment, this entails a user manually selecting one or more of the provisions for storage in a filter. In some embodiments, the user drags and drops the desired position into one or more of his corresponding filters via a graphical user interface.

Block **350** entails adding selected provisions from one or more of user folders into document within an active edit window of a word-processing application. In the exemplary embodiment, this entails a user selecting the word processing application for launch, selecting an existing document or new document for editing, and then selecting an icon for an add-on contract drafting tool. In response to selection of the icon, an interface for the contract drafting tool, for example, interface **139** or interface **200** in FIG. **2** is displayed. The user then selects a folder to review the contract provisions it contains. One or more of the contract provisions may be selected by drag and dropping into the active window. Some embodiments store the contract provisions with attribution information to enable the user to invoke display of the entire agreement from which it was extracted. In this case, displaying entails communicating with server **120** to retrieve the agreement.

FIGS. **4-40** shows another exemplary method and corresponding set of graphical user interfaces which may be used to replace and/or supplement the interfaces **139** and/or **200**.

CONCLUSION

The embodiments described above are intended only to illustrate and teach one or more ways of practicing or imple-

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menting the present invention, not to restrict its breadth or scope. The actual scope of the invention, which embraces all ways of practicing or implementing the teachings of the invention, is defined only by the following claims and their equivalents.

What is claimed is:

1. A method comprising:

receiving, by a server device, a user selection of one or more predefined queries for contractual information;

executing, using the server device, a search of one or more databases including agreements based on the received user selection, the received user selection defining search results;

receiving, by the server device, a user-defined filter associated with the contractual information, the user-defined filter being based on at least a first trait, the user-defined filter being associated with an identifier corresponding to the user, the identifier defining access rights of at least one additional user;

executing, using the server device, the user-defined filter thereby filtering the search results;

displaying, using the access device, a subset of the search results based on the user-defined filter associated with the identifier corresponding to the user; and

transmitting, using the access device, at least one contractual provision selected from the subset of the search results into an editable document to facilitate review in an active user interface using an editing application.

2. The method of claim **1**, wherein the first trait is one of a company name, a geographic region, an industry, a deal size, a contractual type and an additional trait.

3. The method of claim **1**, further comprising storing one or more of the subset of the search results in a folder associated with the identifier corresponding to the user in response to user action.

4. The method of claim **3**, wherein the user action is a drag-and-drop action.

5. The method of claim **3**, wherein the identifier further defines access rights of at least one additional user to the stored folder.

6. The method of claim **1**, wherein the user-defined filter is a predefined filter associated with the identifier corresponding to the user.

7. A system to provide contractual precedents, the system comprising:

a server device including a processor module configured to:

receive a user selection of one or more predefined queries for contractual information;

execute a search of one or more databases including agreements based on the received user selection, the received user selection defining search results; and

receive a user-defined filter associated with the contractual information, the user-defined filter being based on at least a first trait, the user-defined filter being associated with an identifier corresponding to the user, the identifier defining access rights of at least one additional user; and

execute the user-defined filter thereby filtering the search results; and

an access device configured to:

display a subset of the search results based on the user-defined filter associated with the identifier corresponding to the user; and

transmit at least one contractual provision selected from the subset of the search results into an editable docu-

ment to facilitate review in an active user interface using an editing application.

8. The system of claim 7, wherein the first trait is one of a company name, geographic region, an industry, a deal size, a contractual type and an additional trait. 5

9. The system of claim 7, further comprising storing using a memory module, one or more of the subset of the search results in a folder associated with the identifier corresponding to the user in response to user action.

10. The system of claim 9, wherein the identifier further 10 defines access rights of at least one additional user to the stored folder.

11. The system of claim 7, wherein the user-defined filter is a predefined filter associated with the identifier corresponding to the user. 15

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